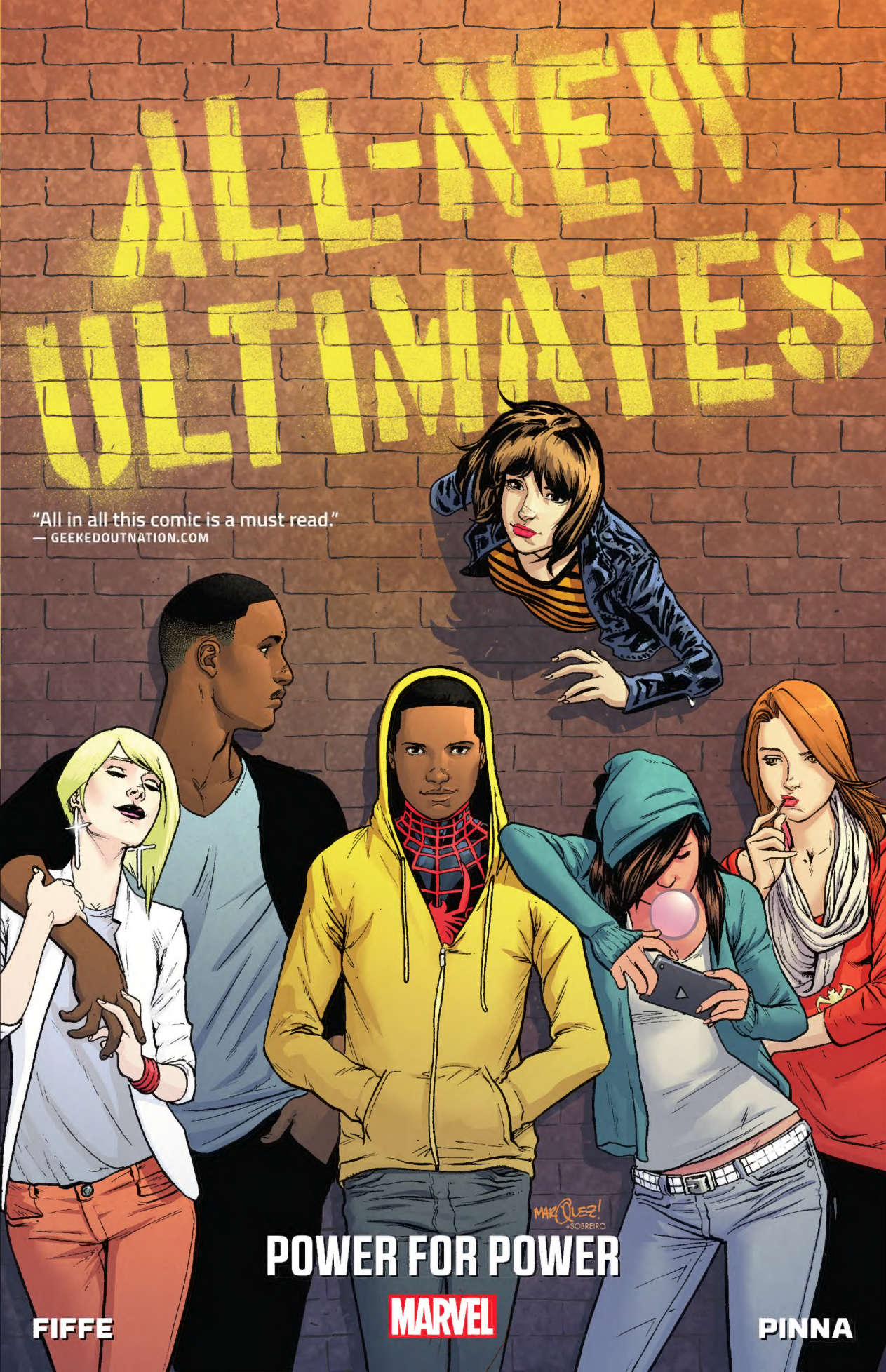
ALL-NEW
ULTIMATES
"All in all this comic is a must read."
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MARQUEZ!
+SOBREIRO
POWER FOR POWER
MARVEL
FIFFE
PINNA

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THE NEXT GENERATION OF ULTIMATES IS HERE!

Spider-Man, Black Widow, Kitty Pryde, Bombshell, Cloak and Dagger unite to tackle the vicious, rampant crime wave overtaking Hell's Kitchen! But the young Ultimates are put to the test as they try to survive their first mission: going head-to-head with the city's most ruthless gang, the Serpent Skulls, led by Diamondback! Meanwhile, detective Brigid O'Reilly and her anti-gang unit are on the hunt for a serial mask killer called Scourge! As Jessica Drew adjusts to the mantle of Black Widow, Spider-Man falls for a villainess, and Bombshell's life is changed by tragedy, Crossbones joins the fray! These young heroes have fought Galactus, but can they survive super-powered street gangs and psychopaths?

COLLECTING *ALL-NEW ULTIMATES* #1-6,
WRITTEN BY MICHAEL FIFFE
AND ILLUSTRATED BY AMILCAR PINNA.

T+

MARVEL

ALL-NEW ULTIMATES

"All in all this comic is a must read."
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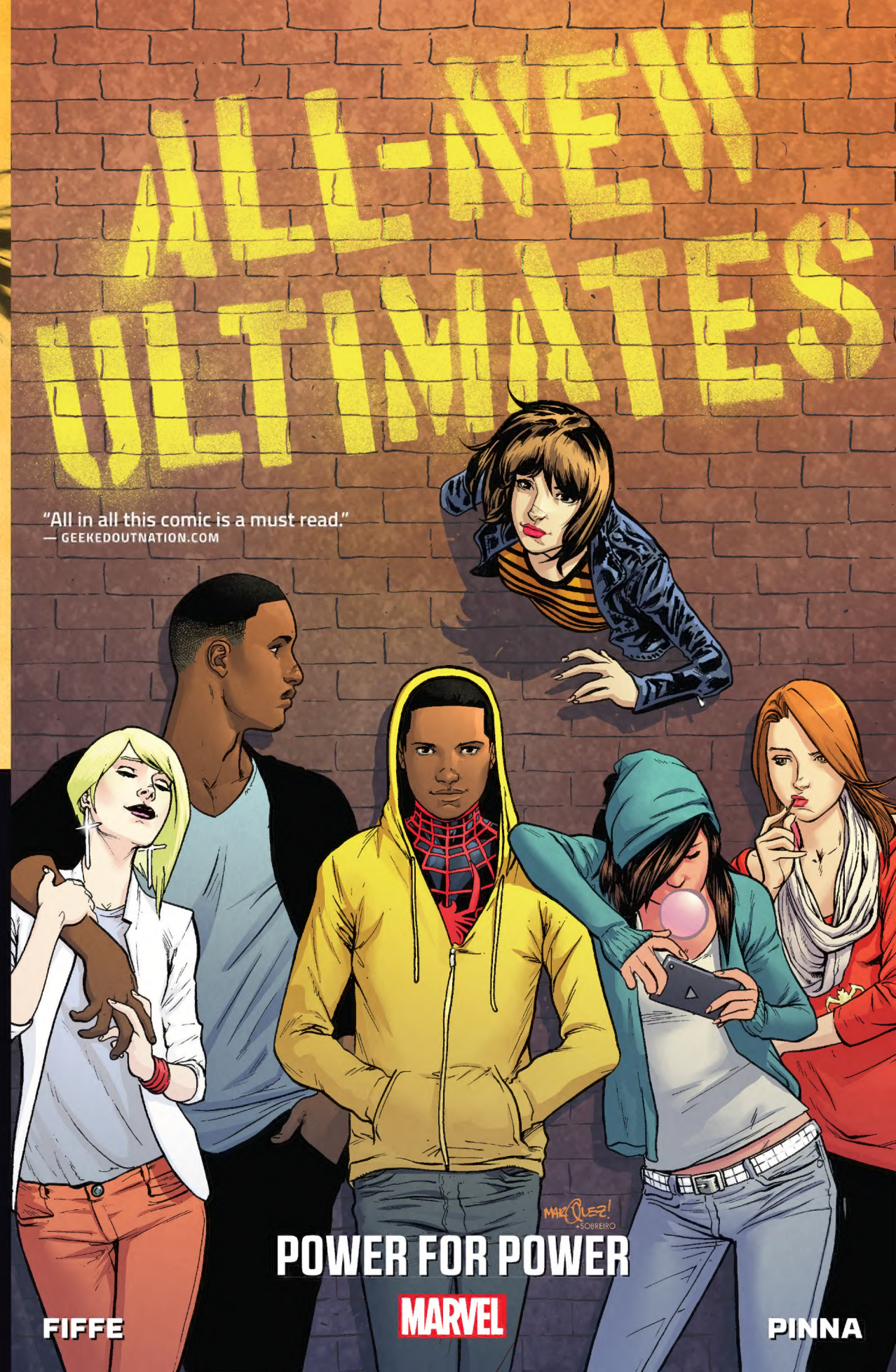


POWER FOR POWER

MARVEL

FIFFE

PINNA

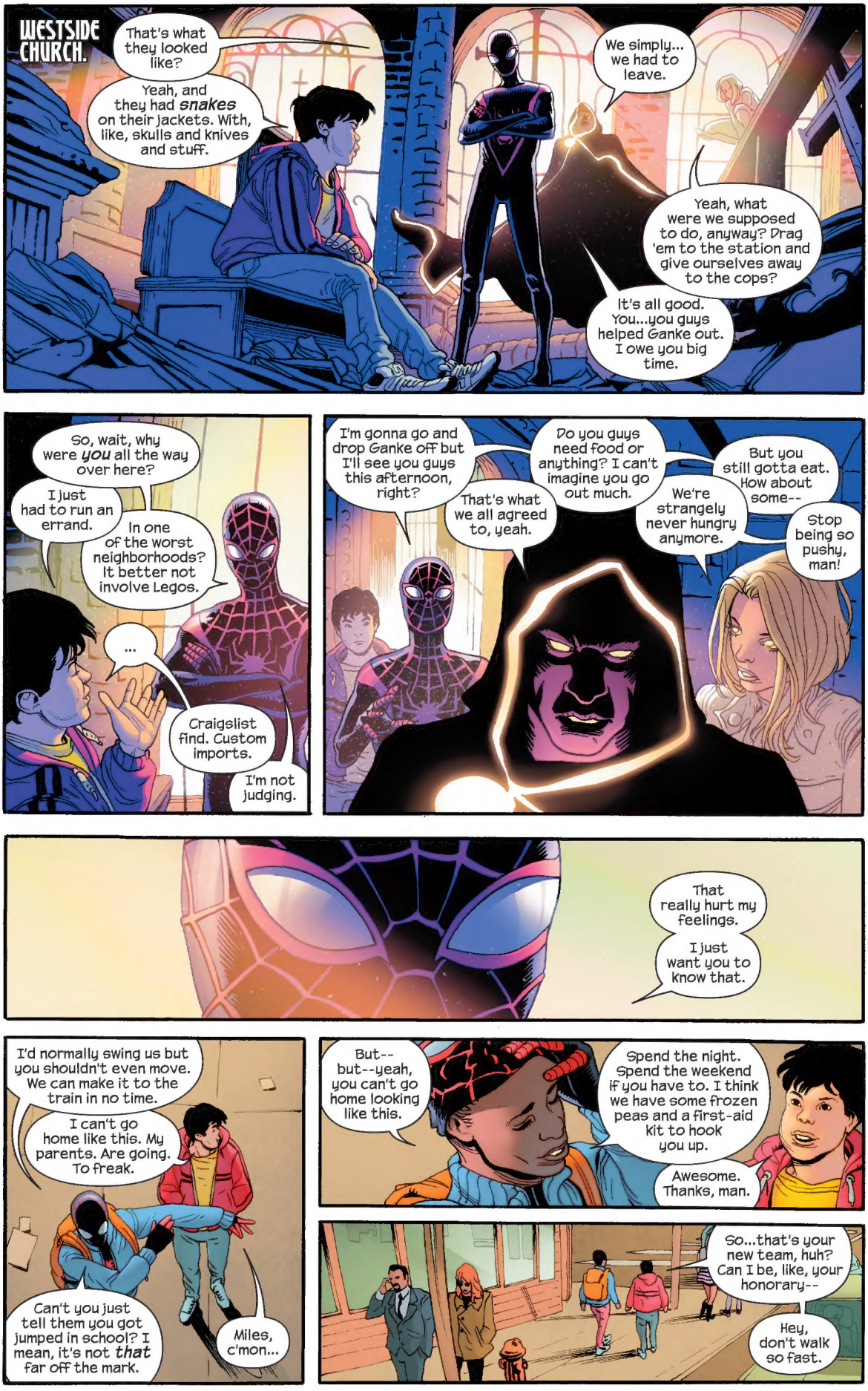
#1
ALL-NEW
ULTIMATES
D.NA
12.2013
ULTIMATE
MARVEL
NOW!
FIFFE
PINNA
WOODARD
001

So...what are we gonna call ourselves?
Spidey 'n' friends.
Don't call me Spidey.
How about something cool and mysterious? Like in another language? Die Spinne!
You don't know what that stands for, do you? Also, enough with the spiders.
I say we keep it simple and just take--
ALL-NEW
ULTIMATES
Bound by the darker side of corporate scientific misconduct, these powerful underdogs are unified by a mission to make their city, and the world, a safer place.
Miles Morales
SPIDER-MAN
CLOAK AND DAGGER
Ty Johnson & Tandy Bowen
SPIDER-WOMAN
Jessica Drew
BOMBSHELL
Lana Baumgartner
POWER FOR POWER

HELL'S KITCHEN, EARLY MORNING.
CITY CAFE
Ganke Lee, Spider-Man's BFF.
Where y'going, baby man?
I'm sorry, what did you sAAHHGHK--
Hey, man, c'mon.
What you carryin' in here?
Think you can just roll onto my street all casual-like? Let's see if we can reach a trade agreement.
Uh, I don't know, I don't know...
What th--? Fin, look.
WHUMP
Stay put.
What's this all the way at the bottom?
I'm actually offended. You, Arnie?
Pff. I was hoping for a laptop, at least. Something valuable.
Wallet and watch, then.
TODAY
50% OFF
ZARRASCHT
No, please, I-- woorhf!

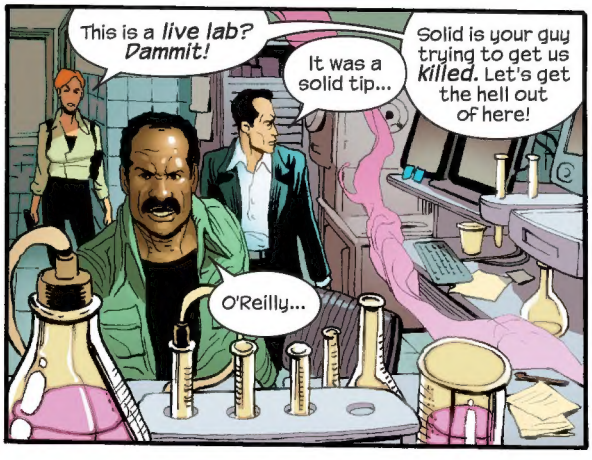
What's a rich nerd doing around here this early?
Rich? Not according to this watch.
So why we even wasting our time with him?
Why'd you--cough--my bag...
FWSHK
GAHH!
Looks like you'll have to use your left hand now.
KRKASCHT
YAAH!
Scratch that.
KRK

Hold up, Arnie! I'll--
What the--?!
No-no-no-- let me go! Let m--
Oufff!
KRRTSCH
Hey, man... try not to move.
We can transport you to a hospital.
H-hey, aren't you...
Cloak and Dagger?
No hospital! Thanks...though... I-I gotta catch the train...
You should go to your doctor, at least.
Hey, it's-- OW--I'm fine, I'm fine.
Been getting out of control. That's the third time this week we've stopped some creeps from--hey, hey, it's okay. You're in shock.
This looks pretty bad, Cloak. We can't just leave him here.
Is there anyone you can call, kid?


WESTSIDE CHURCH.
That's what they looked like?
Yeah, and they had *snakes* on their jackets. With, like, skulls and knives and stuff.
We simply... we had to leave.
Yeah, what were we supposed to do, anyway? Drag 'em to the station and give ourselves away to the cops?
It's all good. You...you guys helped Ganke out. I owe you big time.
So, wait, why were *you* all the way over here?
I just had to run an errand.
In one of the worst neighborhoods? It better not involve Legos.
...
Craigslist find. Custom imports.
I'm not judging.
I'm gonna go and drop Ganke off but I'll see you guys this afternoon, right?
That's what we all agreed to, yeah.
Do you guys need food or anything? I can't imagine you go out much.
We're strangely never hungry anymore.
But you still gotta eat. How about some--
Stop being so pushy, man!
That really hurt my feelings.
I just want you to know that.
I'd normally swing us but you shouldn't even move. We can make it to the train in no time.
I can't go home like this. My parents. Are going. To freak.
Can't you just tell them you got jumped in school? I mean, it's not *that* far off the mark.
Miles, c'mon...
But--but--yeah, you can't go home looking like this.
Spend the night. Spend the weekend if you have to. I think we have some frozen peas and a first-aid kit to hook you up.
Awesome. Thanks, man.
So...that's your new team, huh? Can I be, like, your honorary--
Hey, don't walk so fast.

LOWER EAST SIDE.
260
KT-TROOCHK

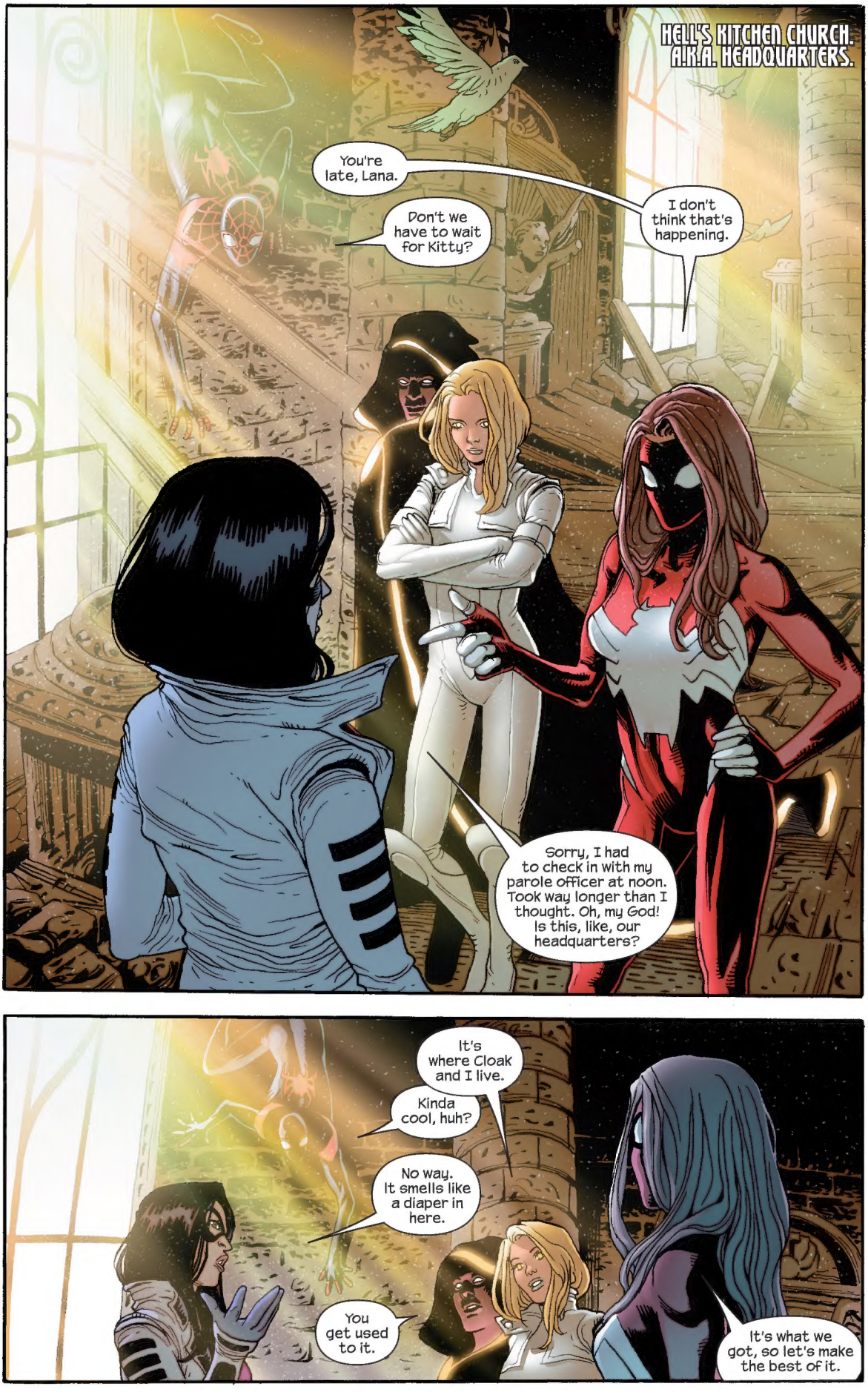
Clear.
Clear. Brooks?
Over here, guys. I--aw, Terry!


This is a live lab? Dammit!
It was a solid tip...
Solid is your guy trying to get us killed. Let's get the hell out of here!
O'Reilly...

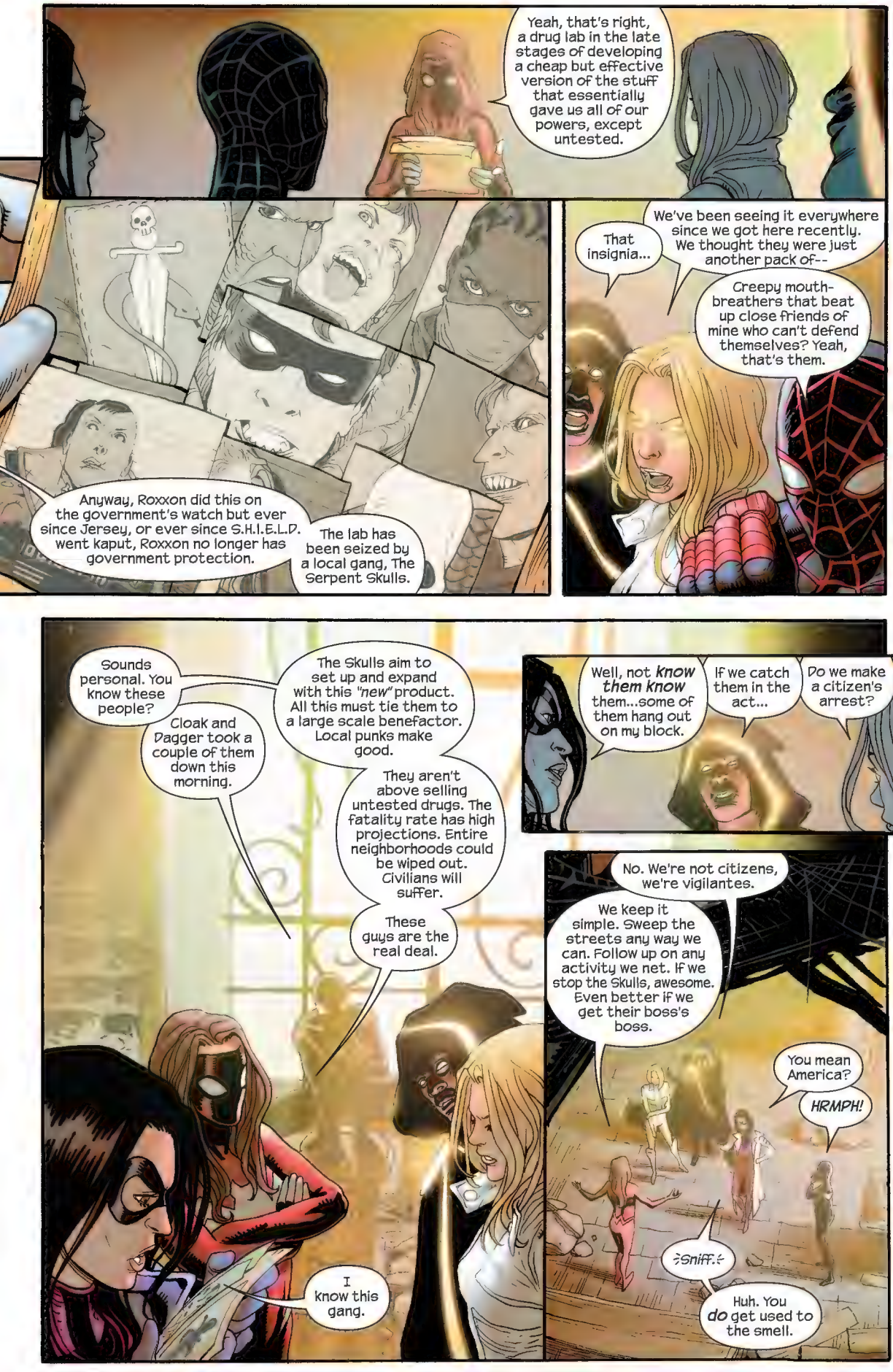
...that's not all there is.

It was supposed to be this guy Stone's apartment. I had no idea that ex-Roxxon loon operated from here. I'm really sorry.
Stop, Terry. No point. It's done.
Our main suspect just bounced but could still be around. Send for a combing unit. Check with Dennis. See how tied up he is.
And get some hazmats up in here, too...

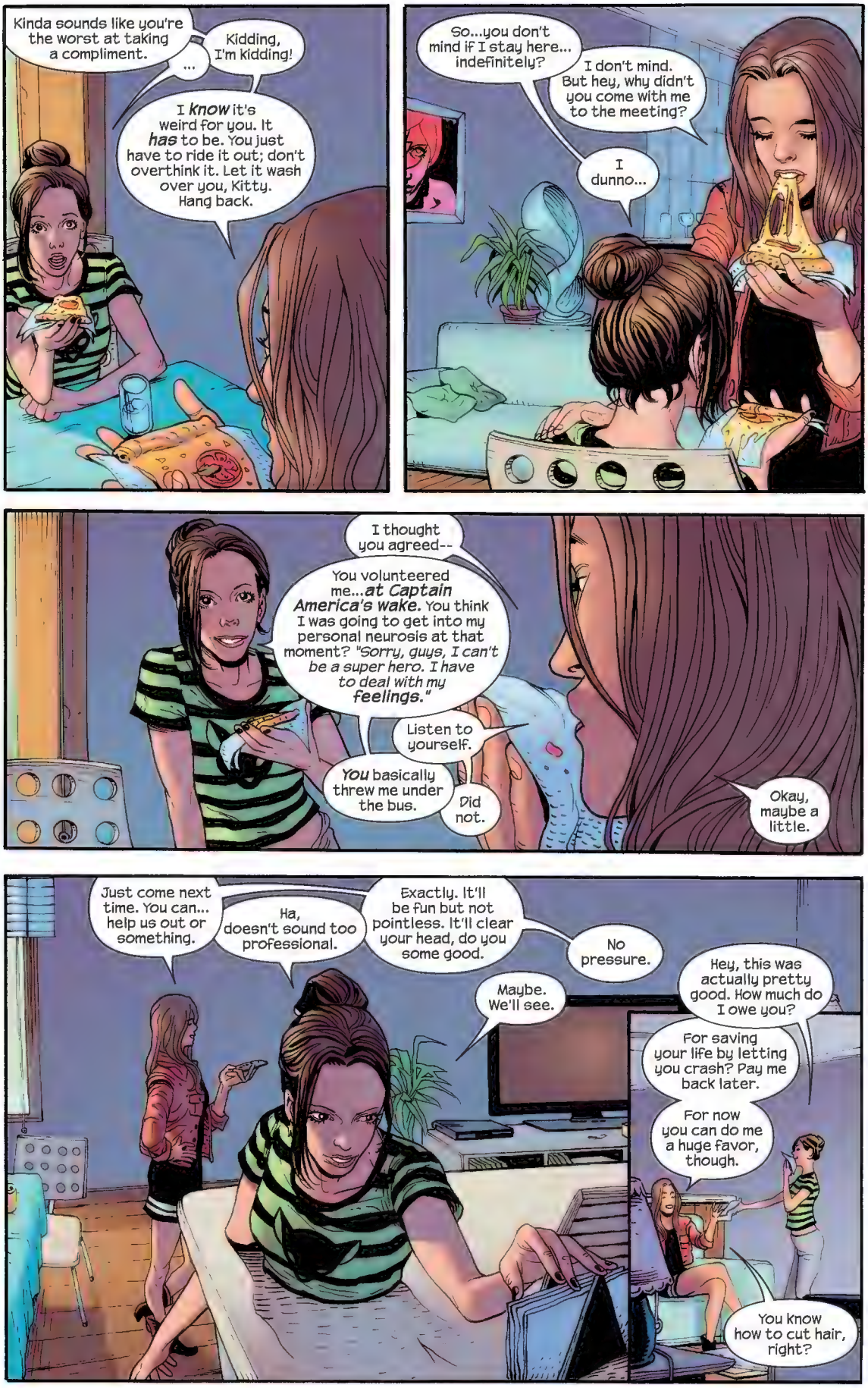
"...they're gonna be working overtime tonight."


HELL'S KITCHEN CHURCH.
A.K.A. HEADQUARTERS.
You're late, Lana.
Don't we have to wait for Kitty?
I don't think that's happening.
Sorry, I had to check in with my parole officer at noon. Took way longer than I thought. Oh, my God! Is this, like, our headquarters?
It's where Cloak and I live.
Kinda cool, huh?
No way. It smells like a diaper in here.
You get used to it.
It's what we got, so let's make the best of it.

First off, if we're going to be doing this for real, we need to contact one another. So, here you go, courtesy of the now defunct S.H.I.E.L.D.
They're basic signal devices, tuned to just our frequencies for emergencies only.
Oooh, fancy!
What if we'd like to meet up for, I dunno, training or battle plans or...
Just text.
We don't have phones.
Aghk, right!
I don't think they have family plans for mutated outlaw teenagers presumed dead. I could be wrong, though.
Oh, yeah, you guys are considered dead.
Kinda makes apartment hunting awkward. Maybe this old church isn't so bad, huh?
Don't push it.
We can set up a time to meet, like, every Saturday night.
Sunday then. But weekends *are* preferable, right? Or just treat it like an after school program.
Saturdays are designated "*date nights*" with my Poey.
That sounds terrible.
Okay, enough chit-chat. Time to get serious.
We mentioned trying to clean up these streets? Well, I have some leads on a lab.
"*Leads.*" I love this.
Shh.
A drug lab in this neighborhood...
There must be a dozen drug labs on this block alone.
This one's owned by Roxxon.


Yeah, that's right, a drug lab in the late stages of developing a cheap but effective version of the stuff that essentially gave us all of our powers, except untested.
Anyway, Roxxon did this on the government's watch but ever since Jersey, or ever since S.H.I.E.L.D. went kaput, Roxxon no longer has government protection.
The lab has been seized by a local gang, The Serpent Skulls.
That insignia...
We've been seeing it everywhere since we got here recently. We thought they were just another pack of--
Creepy mouth-breathers that beat up close friends of mine who can't defend themselves? Yeah, that's them.
Sounds personal. You know these people?
Cloak and Dagger took a couple of them down this morning.
The Skulls aim to set up and expand with this "new" product. All this must tie them to a large scale benefactor. Local punks make good.
They aren't above selling untested drugs. The fatality rate has high projections. Entire neighborhoods could be wiped out. Civilians will suffer.
These guys are the real deal.
I know this gang.
Well, not know them know them...some of them hang out on my block.
If we catch them in the act...
Do we make a citizen's arrest?
No. We're not citizens, we're vigilantes.
We keep it simple. Sweep the streets any way we can. Follow up on any activity we net. If we stop the Skulls, awesome. Even better if we get their boss's boss.
You mean America?
HRMPH!
:Sniff.:
Huh. You do get used to the smell.

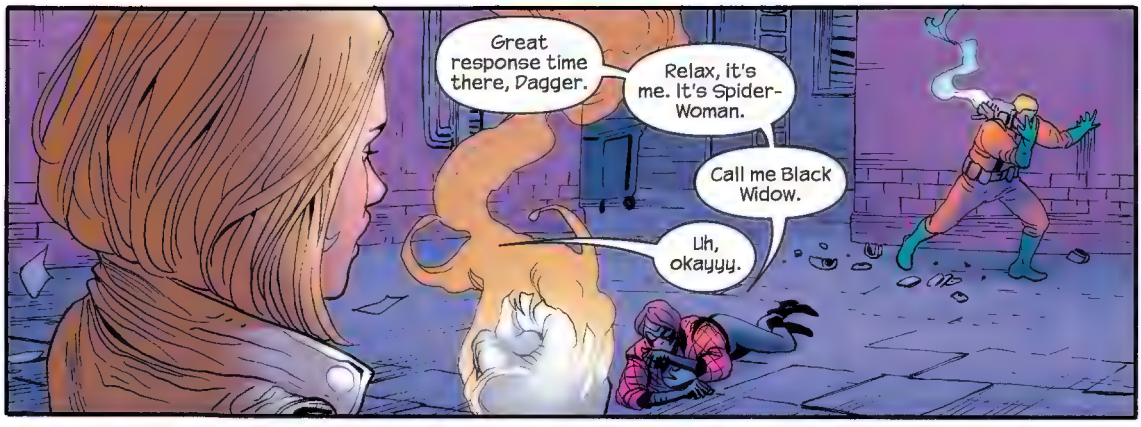
CHELSEA.
...rebel turned hero, a savior in the truest form, Katherine Pryde saved our planet from certain extinction...and no, she can't be reached for comment, Geoffrey.
That's unfortunate, Tessa. No one has seen or heard from the modest Ms. Pryde. It's not every day you drive back a galactic threat single-handedly!
NEW YORK 2001
No mutant correspondents have stepped forward to make a statement on her behalf, either. Sources do confirm that she is still alive.
Wherever she is, we hope for her safety, her well-being and for her speedy return to the public eye.
Kitty Pryde.
Groannnn.
Hellooo?
Oh, my God, Jessica. Pizza?! You're the best.
It's Dollar Pizza, don't get excited. All I could afford with the cash I had on me.
You should write restaurant reviews. How'd the meeting go?
S'okay. I gotta take this leader role and try to make it work. It may be a disaster but whatever. I'm sure it'll be fine.
How've you been? Marathoned any shows?
Spent all afternoon deleting all my online accounts. Complete disconnect.
Why'd you do that?
It's only--look, I've been drowning in calls and e-mails from industry people, agents, bottom-feeders trying to exploit my experience. I can't deal.
I'm not sure what it is, Jessica. It's just super weird, you know?
One day you're despised, you're ridiculed--hunted--but you try to do your best. The deck's stacked against you but you keep standing for what you believe is right... even when the world tells you it's wrong.
Then one day, boom! You save the world and the world loves you for it.
That's how that works.
Yeah, well, the world forgot its hate and I'm supposed to be all smiles?
It's swept up in its own excitement of being alive and part of me just wants to force them to see how warped it all is.

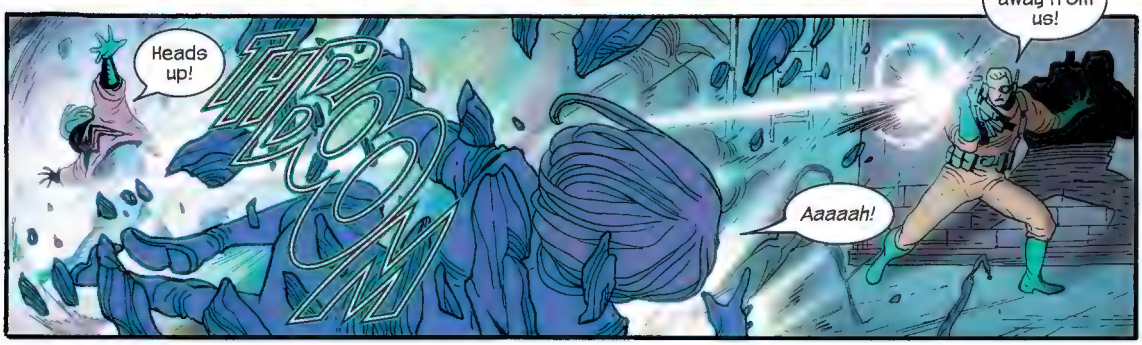

Kinda sounds like you're the worst at taking a compliment.
...
Kidding, I'm kidding!
I *know* it's weird for you. It *has* to be. You just have to ride it out; don't overthink it. Let it wash over you, Kitty. Hang back.
So...you don't mind if I stay here... indefinitely?
I don't mind. But hey, why didn't you come with me to the meeting?
I dunno...
I thought you agreed--
You volunteered me...*at Captain America's wake.* You think I was going to get into my personal neurosis at that moment? *"Sorry, guys, I can't be a super hero. I have to deal with my feelings."*
Listen to yourself.
You basically threw me under the bus.
Did not.
Okay, maybe a little.
Just come next time. You can... help us out or something.
Ha, doesn't sound too professional.
Exactly. It'll be fun but not pointless. It'll clear your head, do you some good.
No pressure.
Maybe. We'll see.
Hey, this was actually pretty good. How much do I owe you?
For saving your life by letting you crash? Pay me back later.
For now you can do me a huge favor, though.
You know how to cut hair, right?

You promised you'd fix me, Stone...I'm feelin' super weird, like something ain't right-gg- and you promised....
HELL'S KITCHEN.
Was it my fault the cops raided my lab mid-procedure? If it wasn't for my lookout kid warning us...
Look, I'm really sorry for what I've done to you, Styx. It got out of control, but now that we're at one of my old Roxxon outposts, I can fix you right here... tonight even!
I deserve this, I guess. I helped you get those other boys but it-gg-didn't go our way, did it, Stone? I let you test on me instead. L-let's get me fixed.
We should have no problem just strolling in and--hey, why's the gate moving? Something's not right.
Time to get *hands-on.*
STATE-FUNDED HOUSING. BOMBSHELL'S HOME.
Stupid, stupid, stupid.
Last time *he* stands me up.
YAHHH
The hell was that--?
LILP!

yyyy--hgghr--h--huhhh
Where's Phillips? Where is the night shift, at least?
You got the--wrong place --
No-no-no--what do I--hold on, think--
Stop, man...don't!
You better work.
I said don't wrRRAGHHHH
That is just so--can't wait, can't wait, can't wait.
Turn down that racket!
THRSHKHKROM
--Explosives heard on 44th and 9th--

Cuh-MON... ahk!
CRASHHK
THWP
Forget it, Styx. Let's go!
Don't tell me you're bailing now, meathead.
KRANCHK
Rrr--I worked hard on that weapons harness!
FWSHK
GAAAH!

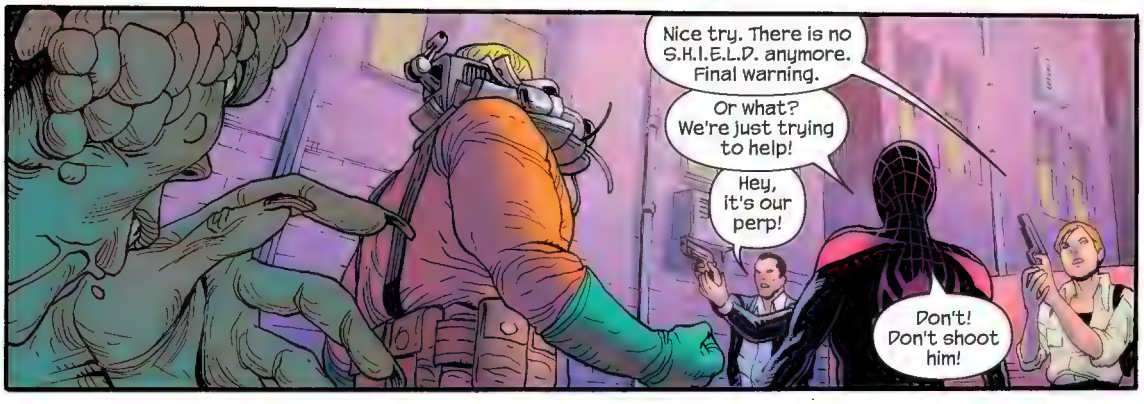



Heads up!
KRRR

Can-can-can't see--st--
--raight, I can'tttt
TRWAPP
Hey, Cloak! Snap out of it, man, we gotta--
FREEZE!

Kids... they're just kids.
All of you, hands behind your head, get on the ground. NOW.
That's Spider-Man.
Can't be too safe.
I said NOW! And stay down.

Don't you think it, you...hey...
Get back, Terry.
Don't shoot! We're with S.H.I.E.L.D.


Nice try. There is no S.H.I.E.L.D. anymore. Final warning.
Or what? We're just trying to help!
Hey, it's our perp!
Don't! Don't shoot him!

Oh, God-- it is...Terry, don't!

C'mon, stop! Don't shoot!

St-- hhhh-one.

STAAAARGGHHH
!
Terry, duck!
BACK! I SAID GET B--
BLAM
BLAM
BLAM
BLAM

It's okay, Terry. It's okay. They're on their way.
ug-- ug--uhhhh-- ghg
It's not as bad as you think it is. Just breathe. That's right, breathe.
Ty? Ty, can you hear me?
Guys, we have to go. We have to get Cloak some help.
We can't just...we can't leave.
Oh, man, that cop--we have to--
THWAK
kuhhg

That wasn't very nice, Fin. You should treat our guests with kindness and consideration and respect.
So what do you say, Diamondback?
There, now we're even.
I say we respect the #$+! out of them.
NEXT: BULLET BAIT

ALL-NEW ULTIMATES

MICHEL FIFFE - WRITER
AMILCAR PINNA - ARTIST
NOLAN WOODARD - COLOR
VC'S CLAYTON COWLES - LETTERER
DAVID NAKAYAMA - COVER ARTIST
DAVID MARQUEZ & FELIPE SOBREIRO - VARIANT COVER ARTISTS
EMILY SHAW - ASSISTANT EDITOR
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DAN BUCKLEY - PUBLISHER ALAN FINE - EXECUTIVE PRODUCER

Remember, if you want to see YOUR letters live and in print, just send them to ultimateoffice@marvel.com and mark them OKAY TO PRINT!

The Ultimate Universe *is notorious for being that place where anything could happen, starting when Brian Michael Bendis & Mark Bagley successfully updated* ***Spider-Man*** *lore and when Mark Millar & Adam Kubert boiled the* ***X-Men*** *down to what originally made them compelling. It was a slow rollout, too, confident in its freshness, functioning as a tight, contained world operating under its own rules. Like the original Marvel Comics - the house that Jack Kirby, Stan Lee and Steve Ditko built - the Ultimate line was easy to engage, unpredictable, and full of possibility. Then Millar, with the help of Bryan Hitch, dropped the* ***Ultimates*** *on us. That changed everything; its wave of influence is felt to this day.*

That's the aesthetic legacy these comics have, groundbreaking but at the core of it, their creators were telling stories that personally thrilled them. That's my intent in writing ***All-New Ultimates****.*

What would thrill me about a comic that featured this specific roster? I was already used to writing and drawing my monthly team book, ***Copra****, a comic full of bone-crunching mayhem and psychedelic mercenary misfits. But these Ultimates were young heroes in the making, shell-shocked from global disaster and personal loss. What would I want from them?*

I wanted them to deal with grit through the lens of a world inhabited by super-powered beings. I wanted them to operate by the skin or their teeth and resist authority if they had to and deal with realistic emotional currency, sexual identity, life and death. They aren't government-sponsored gods or monsters, they're not family or an institution for gifted youngsters. They're the underclass, outcasts brought together by a desire to right wrongs. They're extraordinary teenagers struggling to find and maintain their strength in the face of chaos.

What of their world? New York is still recovering from the ***Cataclysm*** *event. Sure, most of the city seems to be recuperating, but what of those poverty-stricken areas left to rot? Street gangs have gotten younger, vicious, super-powered teen scum, equal parts dangerous and disposable; think the* ***Warriors*** *by way of* ***Taiyo Matsumoto****.*

The Serpent Skulls are top dogs here. Throw in a bloodthirsty vigilante, a white supremacist terrorist group, a crew of hired lady assassins, an endgame nemesis, and what you've got is... well, a comic that thrills me.

This would all be impossible to tell without a first rate team: Amilcar Pinna's artistic approach has taken a wonderful life of its own. Nolan Woodard stepped in to show us how neon phantasmagoria is done. Clayton Cowles has done a remarkable job of lettering my ode to ***Double Dare*** *and* ***Deathwish****, with covers by David Nakayama. To paraphrase Daniel Pussey, I'd be nothing without my penciler, inker, colorist, letterer, editors and production staffers. We're all aiming to bring you a comics experience you can't get anywhere else.*

I cannot fail to mention the inspiration I've gotten specifically from the work of Mark Gruenwald. When given the opportunity to pit the Ultimates against some formidable bad-asses, Gruenwald's characters came to mind. I have him and Dwayne McDuffie, Ann Nocenti, Bill Mantlo, Chris Claremont, Don McGregor and Steve Gerber to thank. Amazing visionary storytellers who gave us many smart and beautiful comics. They are Marvel Comics and I am honored to participate in the arena they and their collaborators helped build.

We'd love for you to embrace the title's unique voice and style while finding it to be a worthy spiritual successor to the books that came before. This Ultimate pocket of the universe, these monthly pages, they're ours to carve out and lose ourselves in. Here's hoping you join us for the immersion.

Michel Fiffe
Brooklyn, NY 2014

Illustration by Michel Fiffe

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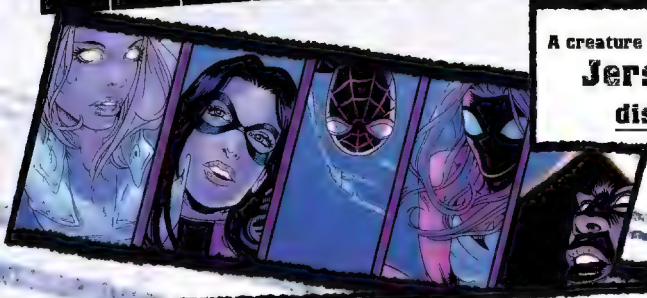
ALL-NEW ULTIMATES®

ULTIMATE MARVEL NOW!

FIFFE
PINNA
WOODARD

002

ALL-NEW ULTIMATES



A creature named **Galactus** wreaked havoc on the world. **New Jersey** was decimated. **S.H.I.E.L.D.** was disbanded. Who will be the next generation of heroes?

Teenagers **Cloak** and **Dagger**, **Bombshell**, **Black Widow** (the former Spider-Woman), and **Spider-Man** have teamed up to fill the adults' shoes. They call themselves the **New Ultimates.**

Kitty Pryde, uncomfortable with her sudden superstar status after taking down **Galactus**, has been taking a break from the public life. She's crashing with **Black Widow** in Chelsea.

In the wake of **Galactus's terror**, **new threats** have arisen. In **Hell's Kitchen**, a gang called the **Serpent Skulls** has taken over the now-defunct Roxxon Corporation outposts. The gang has been dealing super-power drugs that have a high fatality rate. **The Ultimates** are determined to get this drug off their streets.

Two villains, **Styx and Stone**, **attacked** the **Serpent Skulls'** outpost, and the **New Ultimates** jumped in to break up the fight. Several NYPD detectives were pulled into the mix. Both **Cloak and Detective Schreck** were touched by **Styx** before **Styx** was **shot dead**. **Detective Schreck** was **horribly maimed** and **Cloak's** not looking good.

And if that's not bad enough, the **entire group** was **ambushed** by the rest of the **Serpent Skulls**, led by gang commander, **Diamondback.**

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THE ULTIMATES VS. THE SERPENT SKULLS, HELL'S KITCHEN.
BOMBSHELL
SHNKK
Wait, don't--
AGHHH!
SPIDER-MAN
BLACK WIDOW
CLOAK AND DAGGER

THRSHKHKROM
Urk
Fin, Skull crony.
I like that jacket.
Let me have it.
Black Racer, Skull Lieutenant.
Diamondback, Skulls commander.
Oh, my God. Are you really Spider-Man? Aren't you, like, dead?
Long story. Now get OFF!
No way to speak to a girl, li'l man.
THUD

KUFF!
Detective Vernon Brooks.
Show some respect--
Back it up, Cop--
Detective Brigid O'Reilly.
Hup!
THWAK
Stone, wanted criminal scientist, not gang affiliated.
--right where you are, Stone. Don't you--
Br--
Brigid!
Detective Terry Schreck.
BLAMM

Call your goons off!
Goons? I don't see any "goons" here.
THWIP
Take a closer look.
KRAK
Clever boy.
C'mon, lady! That cop needs a hospital...he could be dying!
My condolences to your friend, but you're the ones who stepped into my yard.
And the name isn't "lady"...
It's Diamondback.
FEARBOOOM

Hey, watch it!
Ooof!
Styx--homeless hustler/Stone's human experiment gone wrong, deceased.
ohmygod ohmygod
--I got this.
FFRBOOOM
Aw, is this little boo boo's first dead body? Here, want me to show you another one?
I-- I--
Death Adder, Skulls lieutenant.

Grrrar--
CRRK
THUMP
KRK
Dennis should be bringing a squad over here any second.
The--guy who did this-- to me...
He won't be burning any more cops.
Don't move, we're almost--
--Terry, please!

THUNK
Whoa! Hey, watch it--that almost...
KLK
Stop flipping and smile at the camera, blonde.
Point that gun...
...elsewhere.
KBAM
GAHWW
Gaww, why's this thing jamming up on me now?!
Throw it away, then! I'll take care of the cop.
CLK CLK CLK

WHACK
You're too pretty to be a fighter.
SWSH
What have you--
ah-- AHH!

SCHT
BLAM BLAM
O'Reilly, get down! Everyone else: do not move!
SWAT
About $#@%&@ time!
Detective Paul "The Crippler" Dennis.
See you soon. Mwah!
Ultimates, come... jump into my cape... now!
Fire!
SWAT
RRRAKK BRBRBRBRAKKABRAKKABRBRBRRRBBK

Hang on--
Everyone, hang on--
Wait, I think I'm gonna--
I'm gonna--

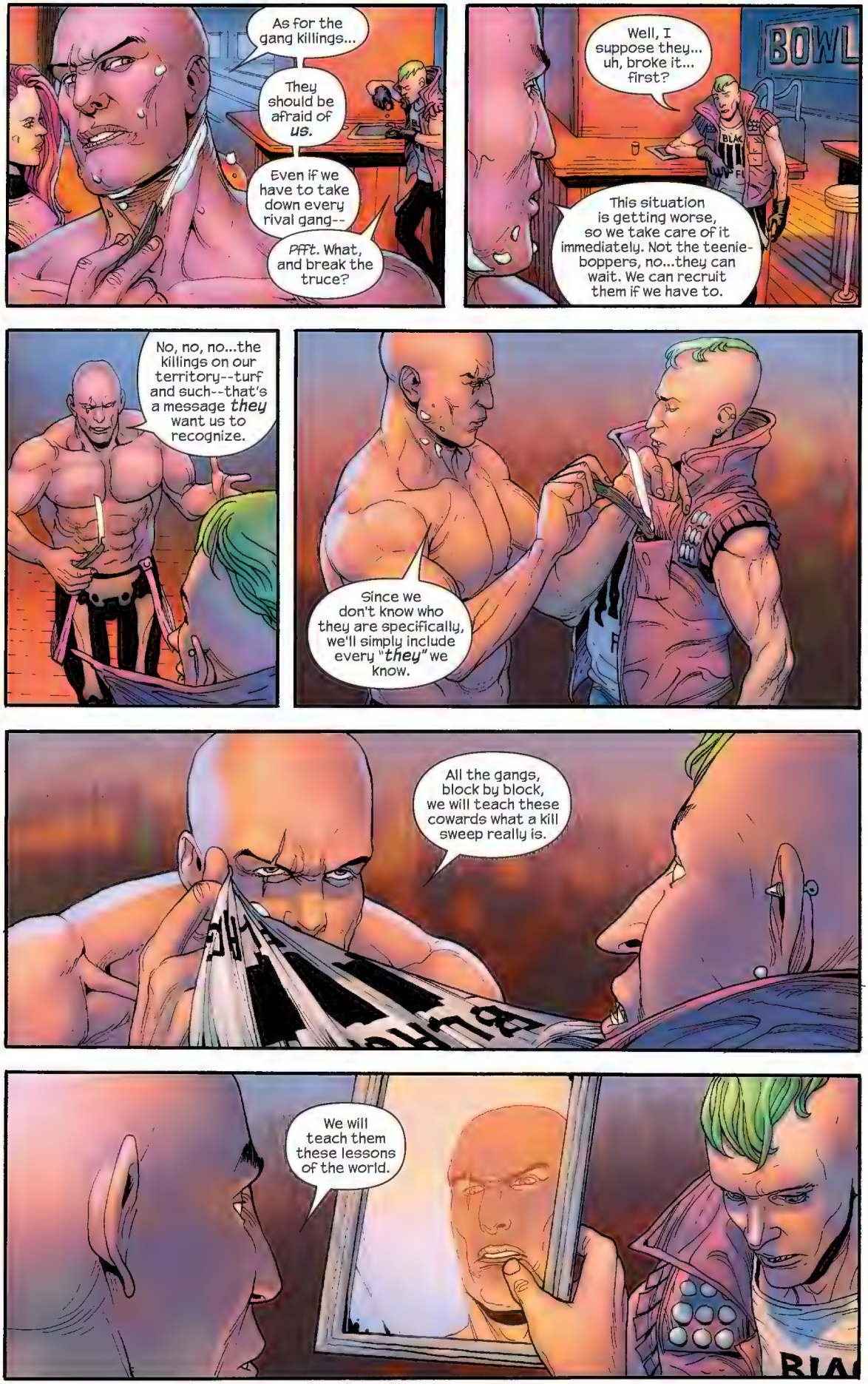
HELL'S KITCHEN CHURCH, CLOAK & DAGGER'S HOME.
:Koff Koff:
Ty, get down before you pass out...
I'm okay...
Lay down, babe, don't move.
Couldn't... even if I tried. That guy's touch... still burns...
Oh, my God, Ty, I'm so sorry.
This is ridiculous. We got our asses handed to us--
We were up against the wall!
We are *so* lucky to be alive. Some super team we are...
Look, that doesn't matter. We got out of there without getting arrested, or maimed--
Well... not all of us.
Think that one cop's dead? Can't be dead. It's my fault.
No. The Serpent Skulls. *Their* fault.
Nooo, it was that zombie-looking guy, *he* killed that cop. And he almost killed me, too.
That bubbly *creep* almost got *me* because--for some dumb reason--my powers didn't work.
Ugh, this blood is never coming off, is it?
The reason is your lack of practice. You have to have control.
Miles, maybe now's a good time...to mention the JJJ thing?
Mmmhm-- don't know exactly what that entails-- would be weird...
Hey, are you okay?
I'm fine, I'm fine...

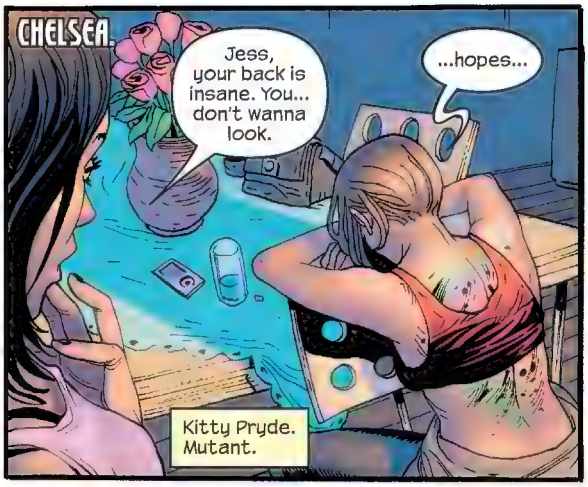
Practice how, mister expert? And what were you two being all whispery about, huh?
Listen, this stupid power is all I got and...and...when it didn't work, I was freaking out. I was more than ready to blow up someone, anyone.
I was ready to kill.
What, was I supposed to just stand there and take it?
Well, good thing you didn't.
Remember what Tony Stark said at Captain America's wake. You have to be the better version of yourself.
Pretty easy for some rich dude riding around in armor to say.
Hey, you don't know him--
No, but I know that I *love* it when billionaires tell us little people how to be *"the best we can be."* Cuh-*mon.* Save it for the recruitment posters.
That's so ignorant of you. Who cares if he's rich? Stark has--
You're ignorant! *I* care because I'm the one who almost got shivved in an alleyway at two in the morning!
You think I give a #$&@# about some #*@!% pep talk?!
Language!
Lighten up, princess, or I'll shove one of those daggers right up your--
Enough! What is *wrong* with you?
Lana, c'mon...
You c'mon! I *quit.*
Stay pretty, chumps.

What was *that* all about?
Wish she would've tried something.
I--
Uh...
I'll talk to her later. This can't be right.
We could've used Kitty's help back there, y'know. I didn't wanna push it but...she's crashing with you, right? What's her deal?
She's coping with the whole world clamoring for her attention. I dunno, I sort of get it...
She'll come... around.
Jessica, you look weak. I can help you get home.
I'm fine, I just need some sleep. We all do. Let's get home before sunrise.
Meet up next week.
Unless the world blows up before then.
HELL'S KITCHEN GANG ALLEY.
We should follow Terry's ambulance...
Skulls were just gunnin' for you, huh?
They never played ball, self-sufficient little bastards, but they've never been this hostile. Now we got Spider-Man and his friends trying to play Ultimates?
POLICE
POLICE
At least you got Terry's assailant. Wasn't that your guy?
David "Styx" Taylor, 19-year-old L.E.S. hustler caught up in weird science.
His better half, Dr. Gerald Stone, fled the scene...

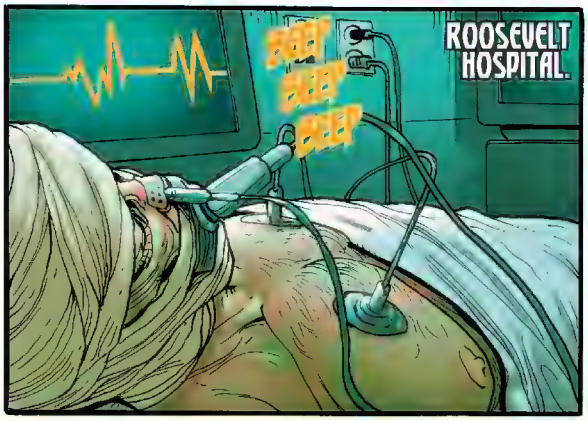
"...he better pray we don't catch up to him."
...can still salvage this. I can set up operations far away. Start fresh. I can still...
Oh, God, Styx. I should've killed you. Just like the rest. They were all tests, rats.
Hey, buddy... change...
Huh?! Excuse me? NO!
I--uh, sorry...no, I don't have any.
Wasn't a question.
What?
SPAK
SPAK
Justice...
...is served.

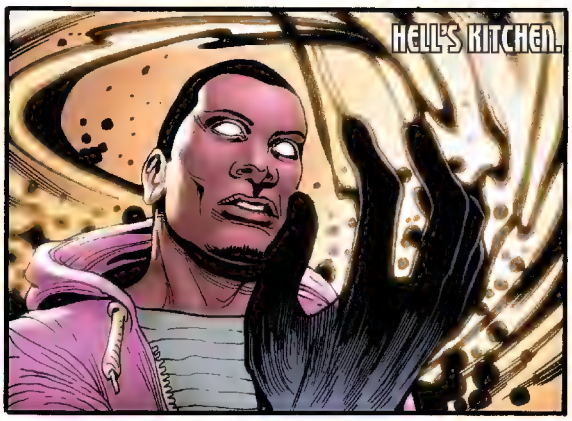
SERPENT SKULLS HEADQUARTERS.
PORT AUTHORITY BUS TERMINAL
Sidewinder, Skulls lieutenant
I don't like this, Diamondback. Cops are easy enough to deal with, but this new crew--
They're not a crew. They're just a pack of super teenie-boppers.
Anyway, we had already cleaned the lab, moved the merch and set it up in the new spot.
Crossbones, Skulls leader.
Who took out our two gate-keepers?
A couple of renegade unknowns, Spidey and friends were trying to stop them, actually.
Made a big mess of things. Then the cops showed up.
Black Racer here got clipped.
Yeah, but I clipped back. Slow acting poison? I give my girl 'til noon.
It won't matter. The cops never come around here.
Don't be dumb. Cops are gonna be all over the place now that one of them's dead.
We lost three more guys last night.
Any word on that? Anyone seen anything?
Not a single thing. Two soldiers, shots to the face...
Bushmaster?! They're going straight for lieutenants now. Ballsy...
Great. Now we gotta start looking over our shoulder on our own blocks?
It's these spandex fools we gotta worry about. By the way you handled yourself, Adder, you should be worried about them, too.
The more outside action we see, the tighter and quicker things will have to turn. Bump up the sale date to next week, Sidewinder.
Sell it straight, let's dump it, get in, get out. Give it to King Cobra to distribute. His pier's ready to go.

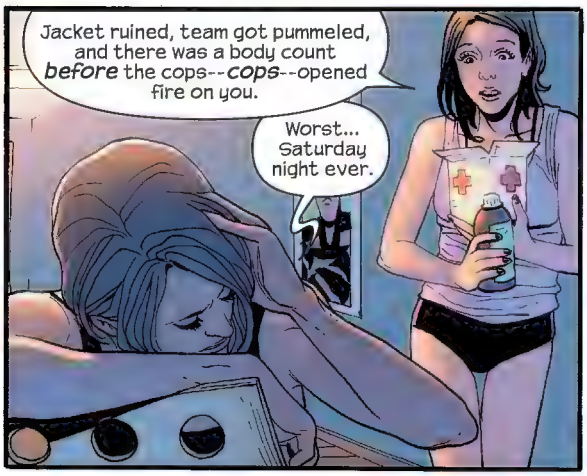

As for the gang killings...
They should be afraid of *us.*
Even if we have to take down every rival gang--
Pfft. What, and break the truce?
Well, I suppose they... uh, broke it... first?
BOWL
This situation is getting worse, so we take care of it immediately. Not the teenie-boppers, no...they can wait. We can recruit them if we have to.
No, no, no...the killings on our territory--turf and such--that's a message ***they*** want us to recognize.
Since we don't know who they are specifically, we'll simply include every "***they***" we know.
All the gangs, block by block, we will teach these cowards what a kill sweep really is.
We will teach them these lessons of the world.

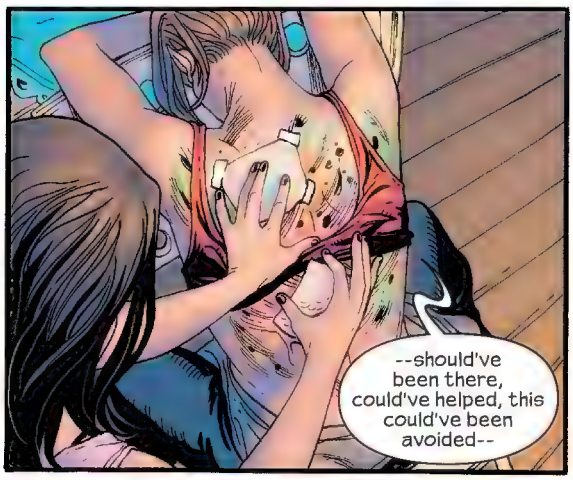

CHELSEA.
Jess, your back is insane. You... don't wanna look.
...hopes...
Kitty Pryde. Mutant.

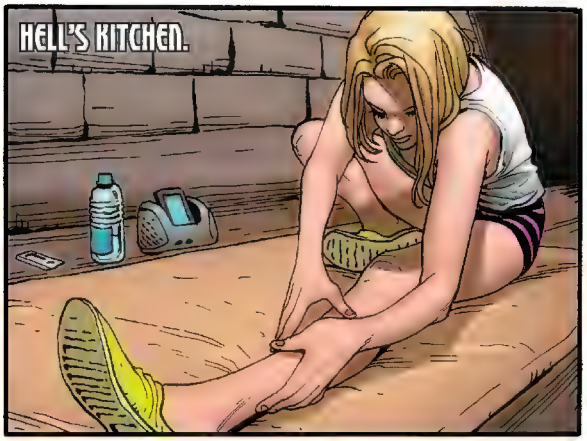
I had such hope for that kid... she up and quits? Bahh.
We should get you checked out, Jessica.

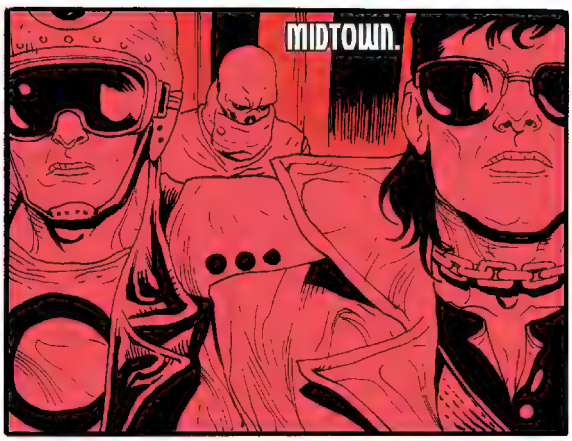

ROOSEVELT HOSPITAL.
BEEP BEEP BEEP


HELL'S KITCHEN.


Jacket ruined, team got pummeled, and there was a body count *before* the cops--*cops*--opened fire on you.
Worst... Saturday night ever.


--should've been there, could've helped, this could've been avoided--


HELL'S KITCHEN.


MIDTOWN.

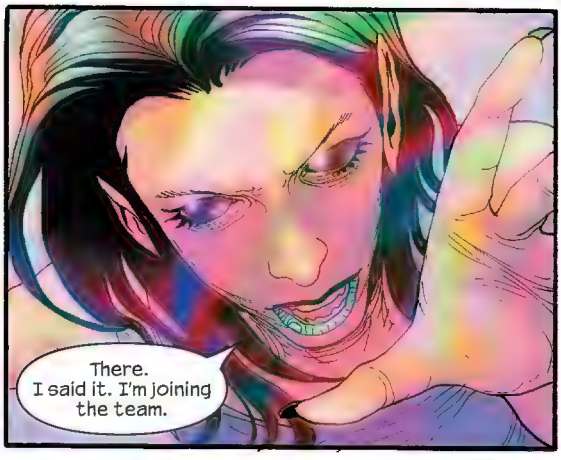
--there someone I should call for you? Avoid hospitals--

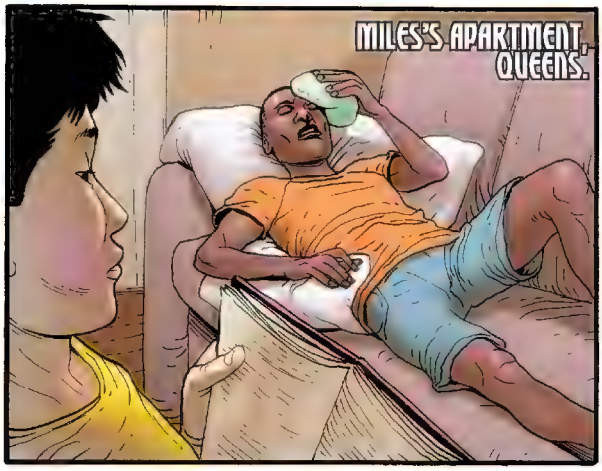
...don't know what was wrong with me, what my problem was...

LANA'S APARTMENT, HELL'S KITCHEN.
--and how dare you stand me up, Poey! What kind of boyfriend are you? I almost got--
Hello? Hello?!

COFFEE

--seriously, I'll go next time. I'll help you out as best I--


There. I said it. I'm joining the team.


MILES'S APARTMENT, QUEENS.

Kitty... call Pierce.
Uhh-- who?
Check phone... Pierce.
"Justice
EEEEEEEEEEEEEEEE
"is
"SERVED!"
JUH SSSSSS i c a !

Read this month's letters at www.marvel.com/letterspages

ALL-NEW ULTIMATES®

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FIFFE
PINNA
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003

ALL-NEW ULTIMATES

Teenagers **Cloak** and **Dagger**, **Bombshell**, **Black Widow**, and **Spider-Man** have stepped up to become the next generation of heroes. They are the **NEW ULTIMATES**.

In **Hell's Kitchen**, a gang called the **Serpent Skulls** have been dealing super-power drugs. The **New Ultimates** have made stopping them their **first mission as a team.**

The team tried to break up a gang dispute between **The Serpent Skulls** and super villains, **Styx and Stone**. The **NYPD** got involved, too.

Styx was **killed** by police, but before he died, he hit **Detective Schreck** with a dose of his mysterious powers. **Detective Schreck** was **disfigured** and **mortally wounded**.

And **Black Widow** was **poisoned**.

After the fight, **Bombshell freaked out** and **quit the team.**

Later, **Kitty Pryde freaked out** when she saw her roommate, **Black Widow**, **drugged up** and **hallucinating.**

Meanwhile, a **masked vigilante** has been **serving justice...one murder** at a time...

MICHEL FIFFE - WRITER
AMILCAR PINNA - ARTIST
NOLAN WOODARD - COLOR ARTIST
VC'S CLAYTON COWLES - LETTERER
IDETTE WINECOOR - PRODUCTION DESIGNER
DAVID NAKAYAMA - COVER ARTIST
SIYA OUM - VARIANT COVER ARTIST
EMILY SHAW - ASSISTANT EDITOR
MARK PANICCIA - EDITOR
AXEL ALONSO - EDITOR IN CHIEF
JOE QUESADA - CHIEF CREATIVE OFFICER
DAN BUCKLEY - PUBLISHER
ALAN FINE - EXECUTIVE PRODUCER

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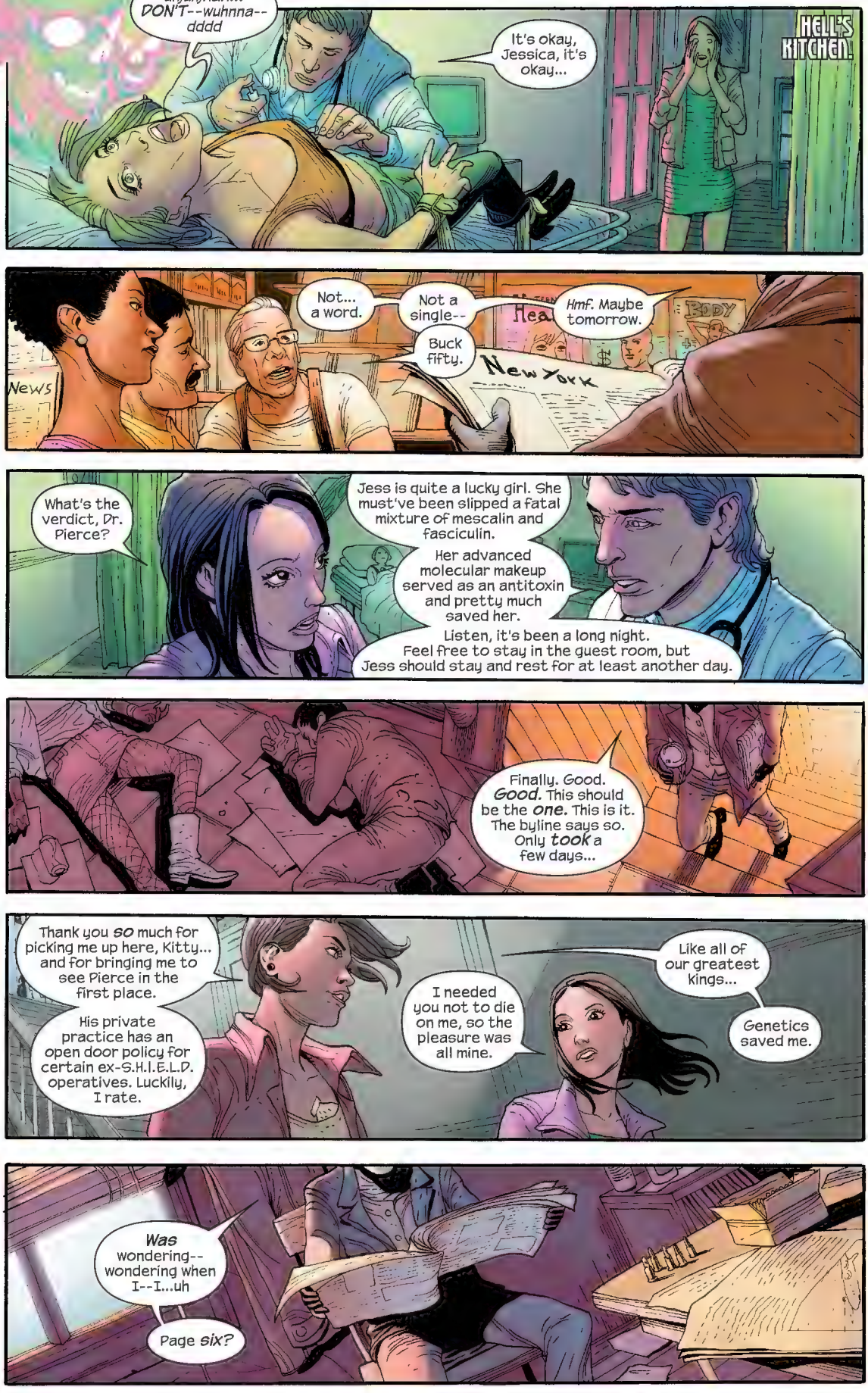
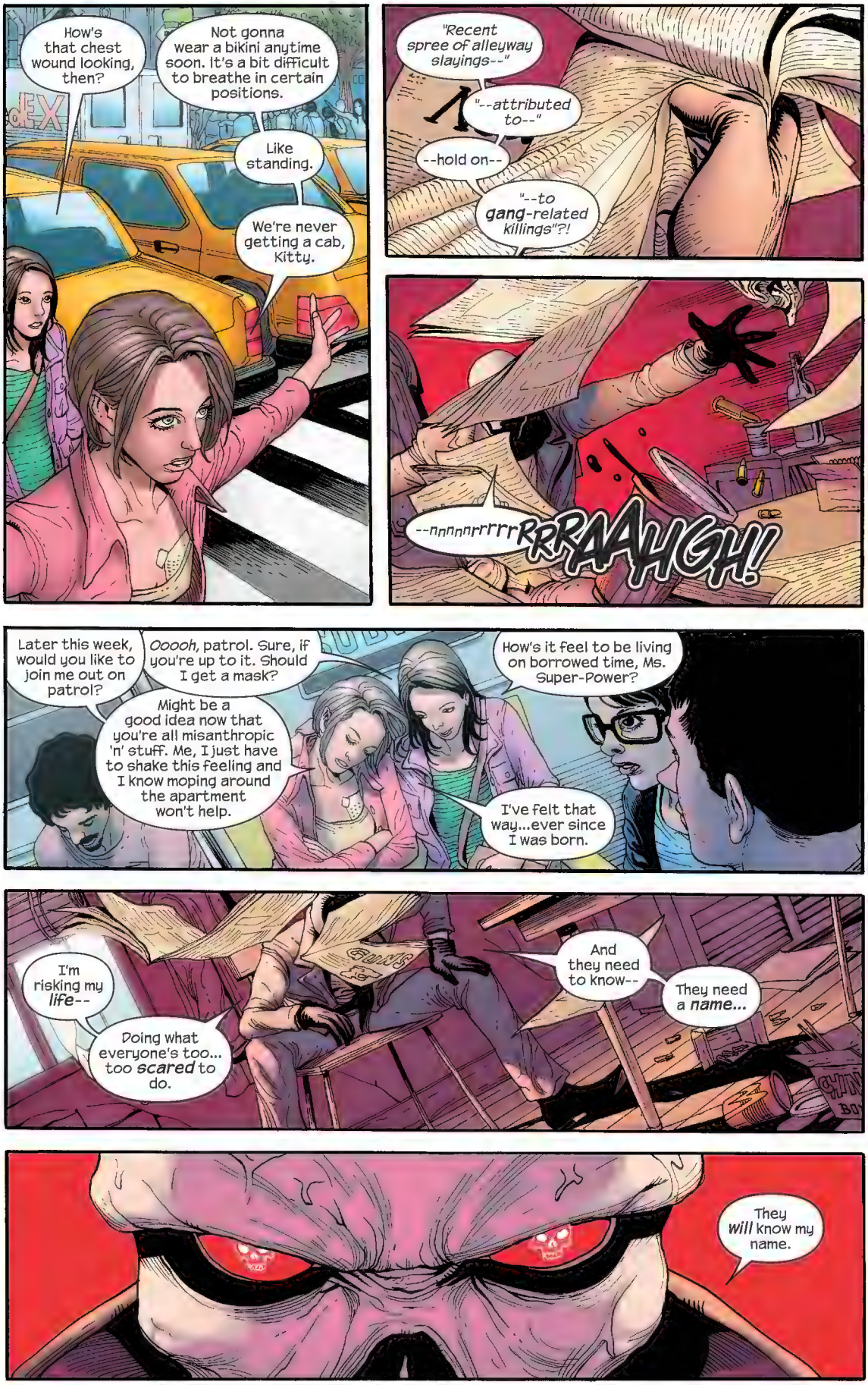
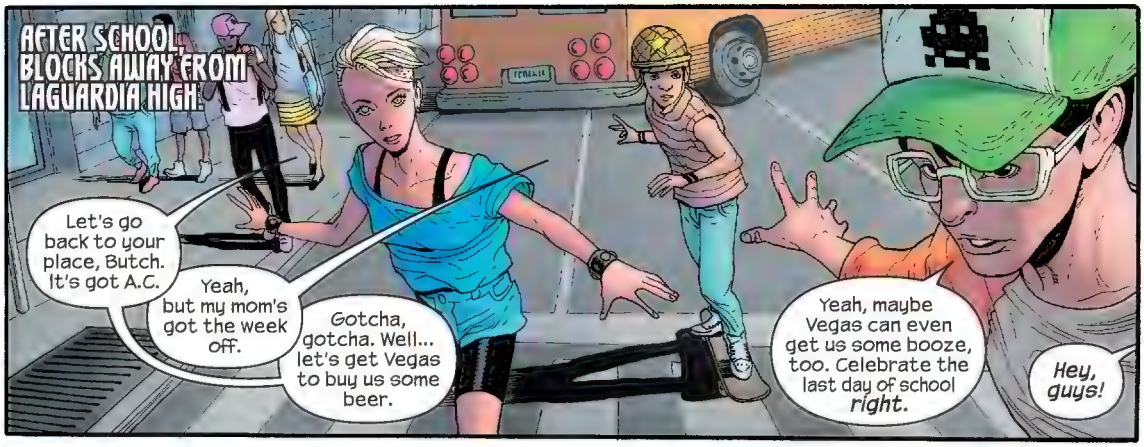
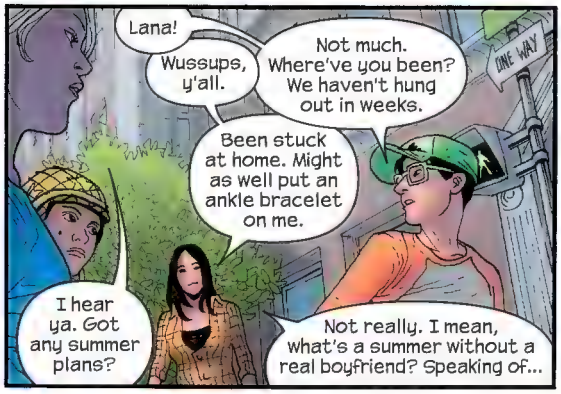
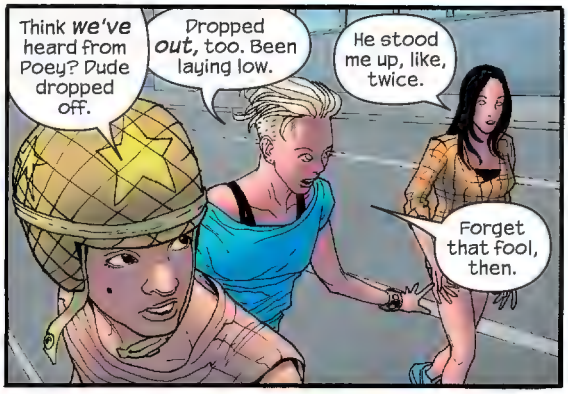
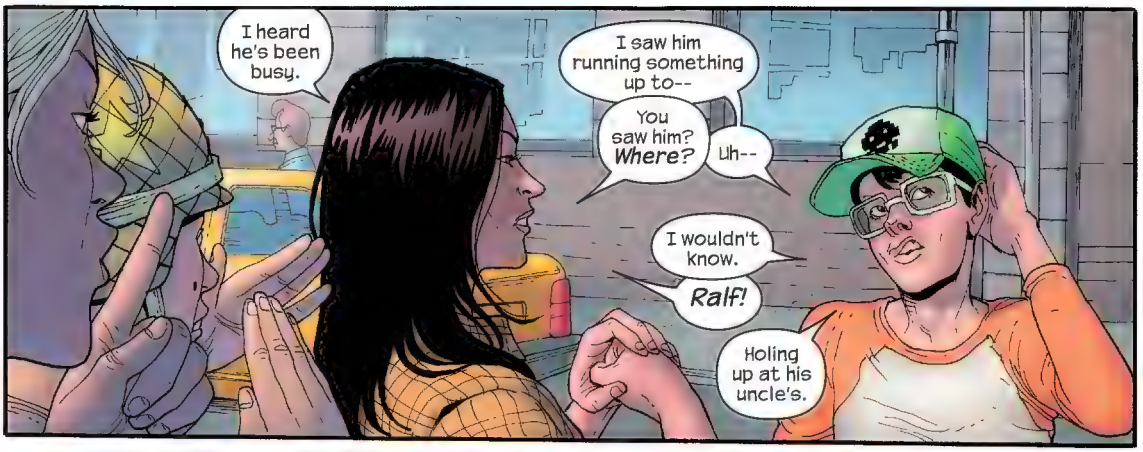

uhjuhjHUH... DON'T--wuhnna-- dddd
It's okay, Jessica, it's okay...
HELL'S KITCHEN
Not... a word.
Not a single--
Buck fifty.
Hmf. Maybe tomorrow.
News
New York
BODY
What's the verdict, Dr. Pierce?
Jess is quite a lucky girl. She must've been slipped a fatal mixture of mescalin and fasciculin.
Her advanced molecular makeup served as an antitoxin and pretty much saved her.
Listen, it's been a long night. Feel free to stay in the guest room, but Jess should stay and rest for at least another day.
Finally. Good. Good. This should be the one. This is it. The byline says so. Only took a few days...
Thank you so much for picking me up here, Kitty... and for bringing me to see Pierce in the first place.
His private practice has an open door policy for certain ex-S.H.I.E.L.D. operatives. Luckily, I rate.
I needed you not to die on me, so the pleasure was all mine.
Like all of our greatest kings...
Genetics saved me.
Was wondering-- wondering when I--I...uh
Page six?

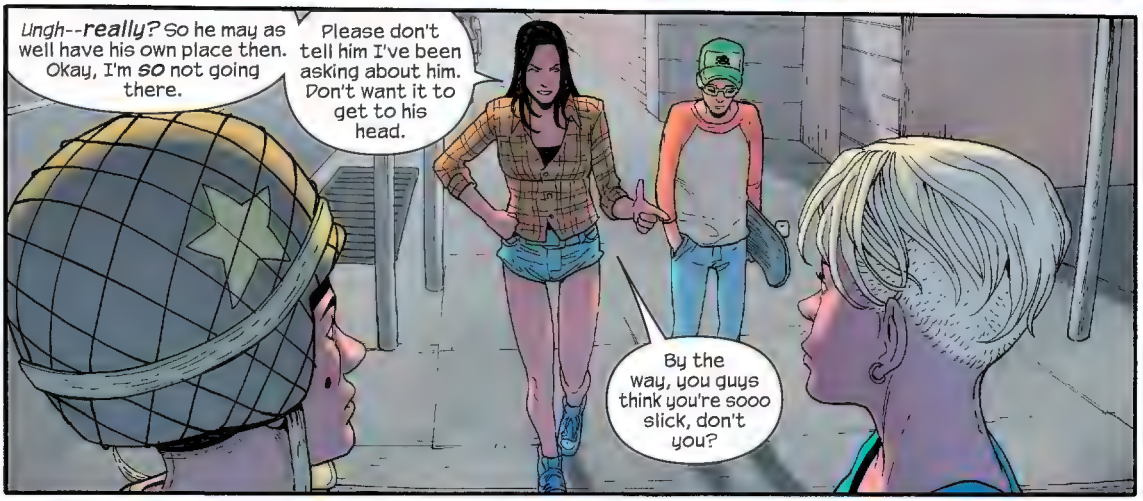

How's that chest wound looking, then?
Not gonna wear a bikini anytime soon. It's a bit difficult to breathe in certain positions.
Like standing.
We're never getting a cab, Kitty.
"Recent spree of alleyway slayings--"
"--attributed to--"
--hold on--
"--to gang-related killings"?!
--nnnnnrrrrRRAAHGH!
Later this week, would you like to join me out on patrol?
Ooooh, patrol. Sure, if you're up to it. Should I get a mask?
Might be a good idea now that you're all misanthropic 'n' stuff. Me, I just have to shake this feeling and I know moping around the apartment won't help.
How's it feel to be living on borrowed time, Ms. Super-Power?
I've felt that way...ever since I was born.
I'm risking my life--
Doing what everyone's too... too scared to do.
And they need to know--
They need a name...
They will know my name.


AFTER SCHOOL, BLOCKS AWAY FROM LAGUARDIA HIGH.
Let's go back to your place, Butch. It's got A.C.
Yeah, but my mom's got the week off.
Gotcha, gotcha. Well... let's get Vegas to buy us some beer.
Yeah, maybe Vegas can even get us some booze, too. Celebrate the last day of school *right.*
Hey, guys!

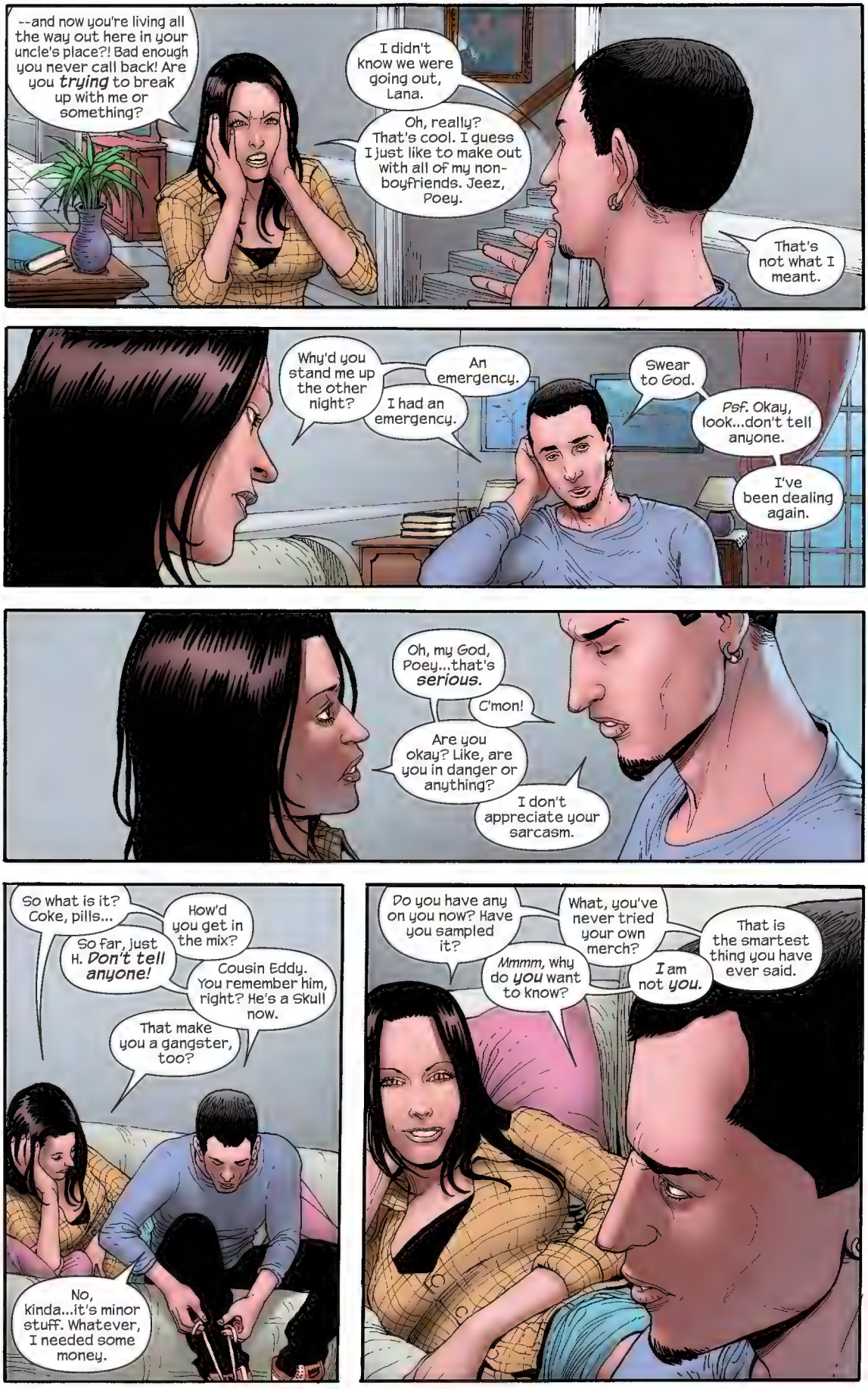

Lana!
Wussups, y'all.
Not much. Where've you been? We haven't hung out in weeks.
ONE WAY
Been stuck at home. Might as well put an ankle bracelet on me.
I hear ya. Got any summer plans?
Not really. I mean, what's a summer without a real boyfriend? Speaking of...

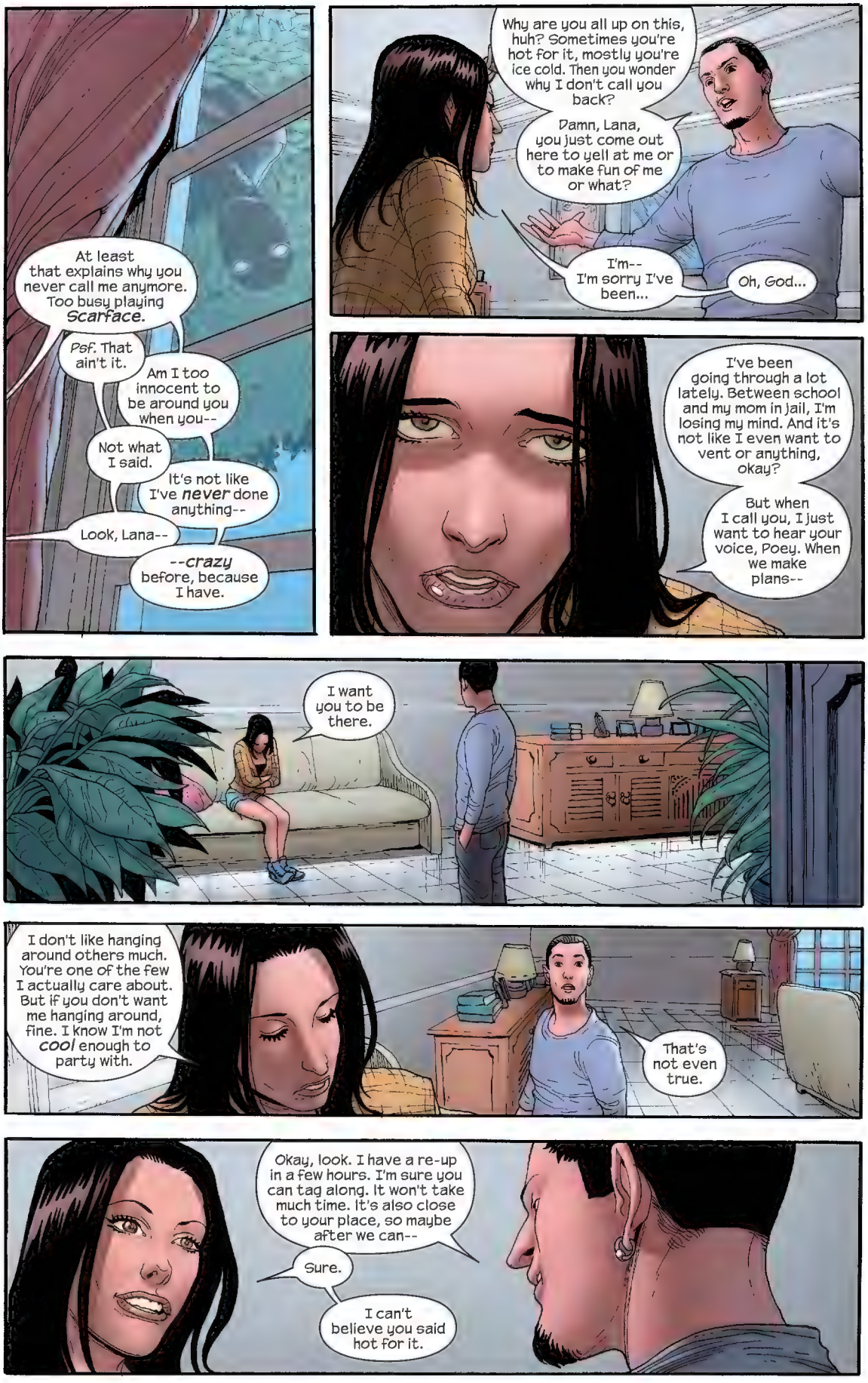

Think *we've* heard from Poey? Dude dropped off.
Dropped *out,* too. Been laying low.
He stood me up, like, twice.
Forget that fool, then.


I heard he's been busy.
I saw him running something up to--
You saw him? *Where?*
Uh--
I wouldn't know.
Ralf!
Holing up at his uncle's.

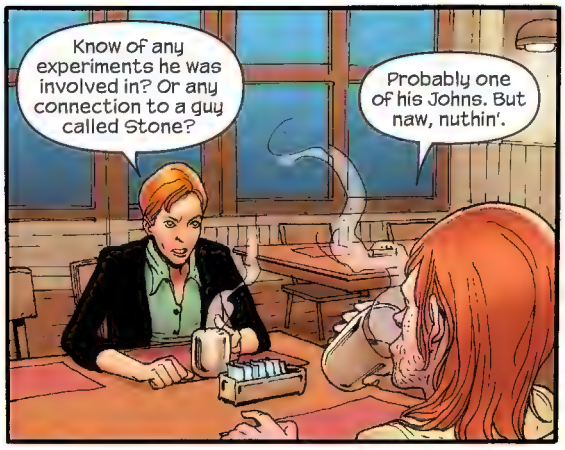

Ungh--really? So he may as well have his own place then. Okay, I'm *so* not going there.
Please don't tell him I've been asking about him. Don't want it to get to his head.
By the way, you guys think you're sooo slick, don't you?

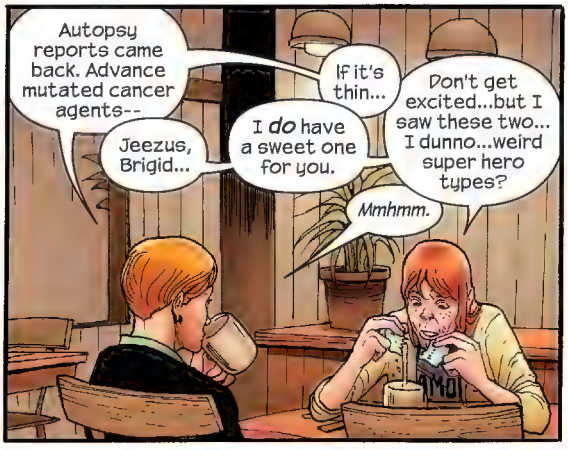
You fools are gonna have to do a lot better than that to be sneaky.
What? We're just looking out for friends.
SUMMER OF
SCOURGE


--and now you're living all the way out here in your uncle's place?! Bad enough you never call back! Are you *trying* to break up with me or something?
I didn't know we were going out, Lana.
Oh, really? That's cool. I guess I just like to make out with all of my non-boyfriends. Jeez, Poey.
That's not what I meant.
Why'd you stand me up the other night?
An emergency.
I had an emergency.
Swear to God.
Psf. Okay, look...don't tell anyone.
I've been dealing again.
Oh, my God, Poey...that's ***serious.***
C'mon!
Are you okay? Like, are you in danger or anything?
I don't appreciate your sarcasm.
So what is it? Coke, pills...
How'd you get in the mix?
So far, just H. ***Don't tell anyone!***
Cousin Eddy. You remember him, right? He's a Skull now.
That make you a gangster, too?
No, kinda...it's minor stuff. Whatever, I needed some money.
Do you have any on you now? Have you sampled it?
What, you've never tried your own merch?
Mmmm, why do ***you*** want to know?
I am not ***you.***
That is the smartest thing you have ever said.

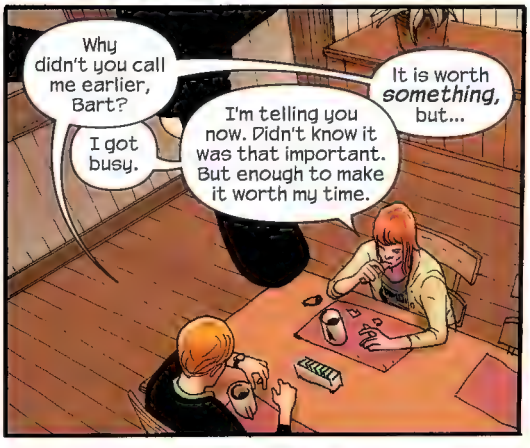

At least that explains why you never call me anymore. Too busy playing *Scarface*.
Psf. That ain't it.
Am I too innocent to be around you when you--
Not what I said.
It's not like I've *never* done anything--
Look, Lana--
--*crazy* before, because I have.
Why are you all up on this, huh? Sometimes you're hot for it, mostly you're ice cold. Then you wonder why I don't call you back?
Damn, Lana, you just come out here to yell at me or to make fun of me or what?
I'm-- I'm sorry I've been...
Oh, God...
I've been going through a lot lately. Between school and my mom in jail, I'm losing my mind. And it's not like I even want to vent or anything, okay?
But when I call you, I just want to hear your voice, Poey. When we make plans--
I want you to be there.
I don't like hanging around others much. You're one of the few I actually care about. But if you don't want me hanging around, fine. I know I'm not *cool* enough to party with.
That's not even true.
Okay, look. I have a re-up in a few hours. I'm sure you can tag along. It won't take much time. It's also close to your place, so maybe after we can--
Sure.
I can't believe you said hot for it.

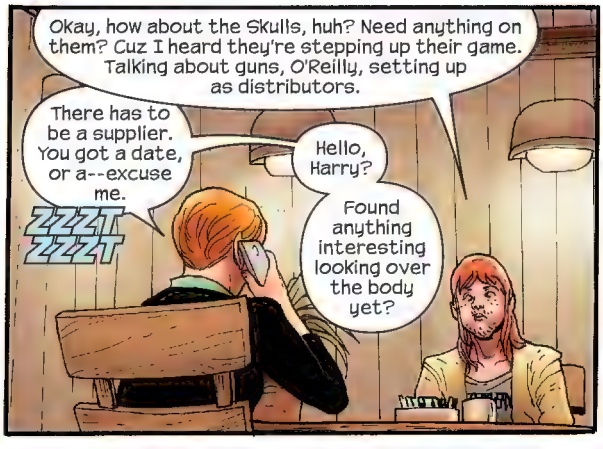
That...is so sick.
I mean, I haven't seen Styx in *forever*. Used to be, I dunno... kinda creepy. The rumors 'bout snuff films didn't help.
Gruenwald's Bodega

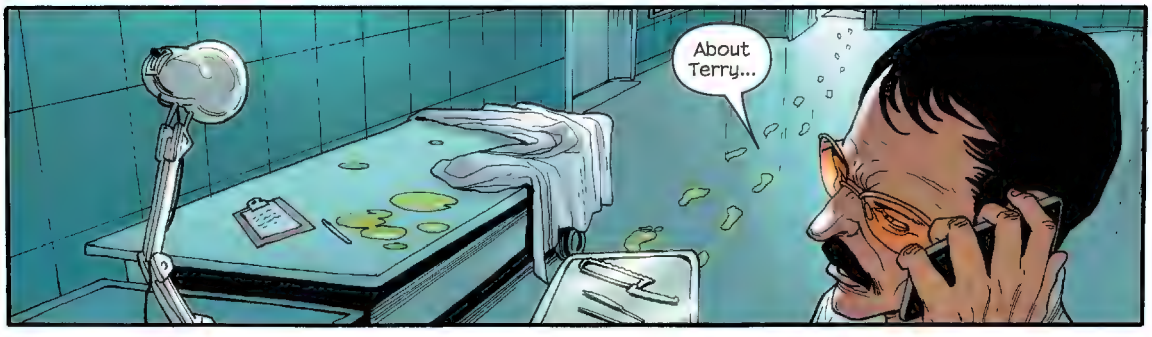

Know of any experiments he was involved in? Or any connection to a guy called Stone?
Probably one of his Johns. But naw, nuthin'.

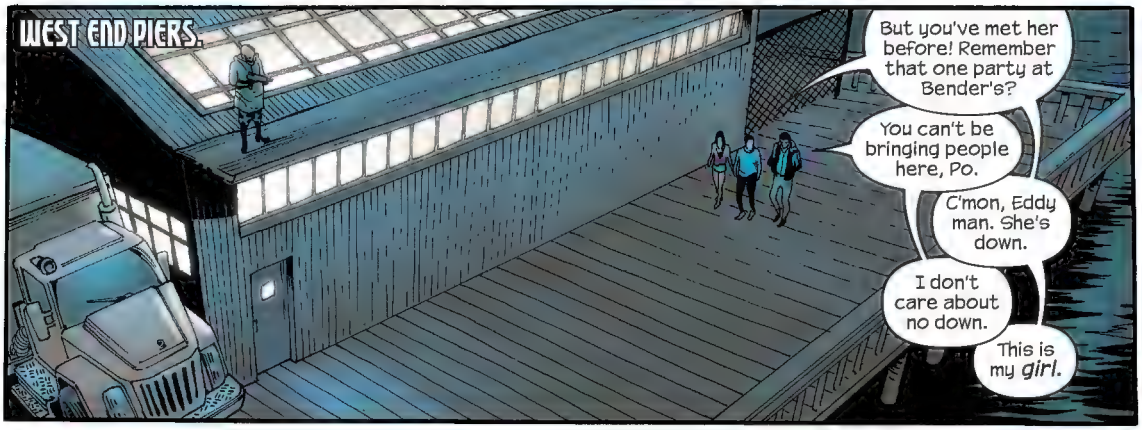

Autopsy reports came back. Advance mutated cancer agents--
Jeezus, Brigid...
If it's thin...
I *do* have a sweet one for you.
Don't get excited...but I saw these two... I dunno...weird super hero types?
Mmhmm.

Some white chick who threw...light knives? And some black dude with this huge cape, made him float in the air. They've been taking down Skulls here and there.
Shooting them by any chance?
Naw, why would they? They had powers.
Anyway, been seeing them around the Westside Church.


Why didn't you call me earlier, Bart?
I got busy.
I'm telling you now. Didn't know it was that important. But enough to make it worth my time.
It is worth *something*, but...


Okay, how about the Skulls, huh? Need anything on them? Cuz I heard they're stepping up their game. Talking about guns, O'Reilly, setting up as distributors.
There has to be a supplier. You got a date, or a--excuse me.
ZZZT ZZZT
Hello, Harry?
Found anything interesting looking over the body yet?


About Terry...


WEST END PIERS.
But you've met her before! Remember that one party at Bender's?
You can't be bringing people here, Po.
C'mon, Eddy man. She's down.
I don't care about no down.
This is my girl.

I'm sorry, but you gotta wait outside, Lana.
I'll be totally quiet. Please? You're not going to leave a girl alone out here, are you?
Plus, it's gonna, like, rain.

Please?
C'mon, Eddy, man. We'll be quiet.

You're a real pain, you know that?
Thanks, Eddy. Here's the money.
Hang back. Gimme a minute to get the batch. Don't touch anything.

Eddy? He's a total badass.
Stop it. He's doing me a solid.
Why don't you start dressing more like him?
Yer a jerk.
You love it.
It's you I love, now shut up already!
I don't appreciate your sarcasm.

I wasn't being sarcastic.

I trust your organization is prepared to meet the domestic demands we bring with us?
It's covered. And it's Mister *Jip*.
Not a problem, Jips. What about foreign accounts?
Armenians have been asking around *and* there's a new Haitian division cropping up.
We do appreciate your ambition, King Cobra. Crossbones must've trained you people well. But like I said.
It's covered.
How goes the liquidation?
The rotten Roxxon batch has a shifted timetable. It will hit the streets sooner than later. That okay with you, Mister Ji--
--puh?
Sellers are standing by.

THE HIGHLINE, CHELSEA.
That wasn't so bad, Jess. Mind if we start heading back now?
Sure, Kitty. I kinda love this weather, though...
SPAK
Hey, you hear that?
No, what are you--
SCOURGE
Hey! Stay right where you are!
SPAK
SPAK
Are you--?
I'm fine! Don't let him get away! I'm calling the others.

Aw, no. No! You moron!
VEETBP
VEETBP
VVETBP
VVETBP
÷Gulp.÷
RAK-ABRA-KABRARRA-KA
Huh. So you are real.
Let's remedy that.

Holy crap, is that Spider-Man?
I gotta see this-- c'mon!
Don't care-- don't care if anyone sees me--can't care-- just do it, do it now--
THHHBOM

FWOOSH
Aaaah!

SPAK
SPAK
SPAK
My eyes, you bastard...

What'd you do to my eyes?!

Okay, creep. Don't move a muscle. Give it--
Hey-- no!

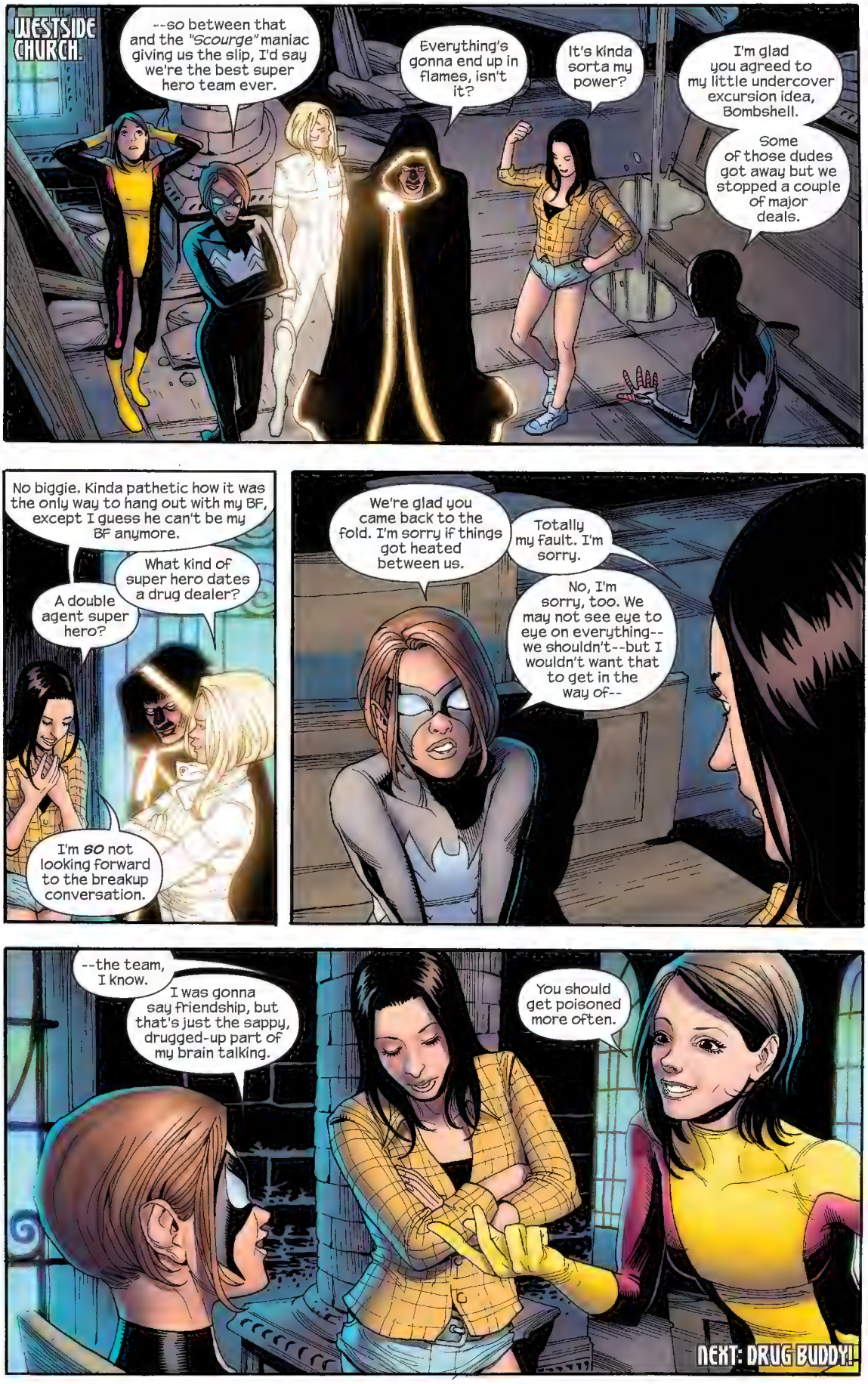
Cloak.
Cloak!
KERRASCHHH!
Gone. I looked everywhere, all over the building, the alleys: nothing. The guy's a-a--ugh.
You really shouldn't be out in the field. I can keep looking around, though.
We should maybe... fix that window?
I'll pay for it. But yeah, we should split.
Hey, where is Spider-Man?

Wish I could give you more time to reload.
Make this a fair fight and all.
Poey, what's going on?
I don't know, I don't know! Are you okay?
Stay behind me, Lana.
Get that-- *ghakk*--get that little--*graaahhk*--*hhhh*
Cover your mouth, would you, Jips? Sounds contagious.
KRACK
Not so fast.
THWIPP

I'm in no rush.
THUMPP
KR-SLAM
Rsssgrsssrss...

Your cousin! We gotta get Eddy!
What? No way, let him-- ouff!
Sorry to lock you out, Po. But business before pleasure.
Something like that.
THSSSHKROOM

What are you still doing here, Bombshell?! Go, go!
Saving your sorry spider-butt?
And don't use my code name, dummy!
You guys all right? Tell me you didn't breathe in that stuff.
We're all good, Mister Spider-Ham.
Why do you care?
Eddy... he's not in there, right?
You guys mind staying until the police arrive?
Hell, no. We're gonna dip.
You never saw us, sir.
Sigh.


WESTSIDE CHURCH
--so between that and the "Scourge" maniac giving us the slip, I'd say we're the best super hero team ever.
Everything's gonna end up in flames, isn't it?
It's kinda sorta my power?
I'm glad you agreed to my little undercover excursion idea, Bombshell.
Some of those dudes got away but we stopped a couple of major deals.
No biggie. Kinda pathetic how it was the only way to hang out with my BF, except I guess he can't be my BF anymore.
What kind of super hero dates a drug dealer?
A double agent super hero?
I'm SO not looking forward to the breakup conversation.
We're glad you came back to the fold. I'm sorry if things got heated between us.
Totally my fault. I'm sorry.
No, I'm sorry, too. We may not see eye to eye on everything--we shouldn't--but I wouldn't want that to get in the way of--
--the team, I know.
I was gonna say friendship, but that's just the sappy, drugged-up part of my brain talking.
You should get poisoned more often.
NEXT: DRUG BUDDY!

ULTIMATE MARVEL NOW!

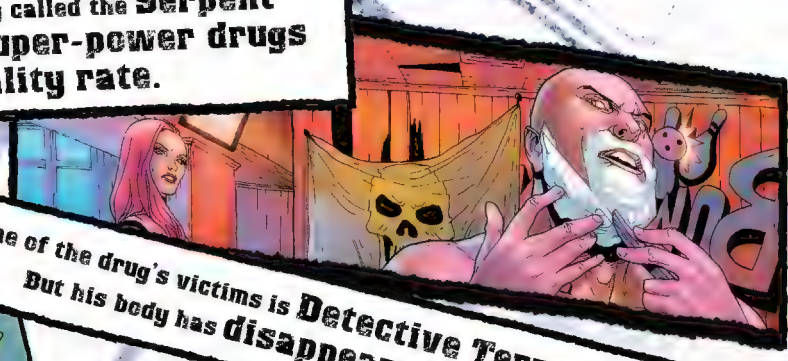
FIFFE
PINNA
WOODARD

004

ALL-NEW ULTIMATES

Teen super heroes **Spider-Man**, **Kitty Pryde**, **Cloak and Dagger**, **Bombshell**, and **Black Widow** have formed a crime fighting team. They call themselves: the **New Ultimates**.

Their **first mission**: a gang called the **Serpent Skulls** who have been dealing **super-power drugs** with a **high mortality rate**.



One of the drug's victims is **Detective Terry Schreck**. But his body has **disappeared** from the morgue...

Thanks to **Lana's boyfriend Poey**, the **Ultimates** were able to **track down** the source of the drugs at a **warehouse**.

They **destroyed** the **supply**.

But **not** before getting **spotted**.

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AMILCAR PINNA - ARTIST
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AXEL ALONSO - EDITOR IN CHIEF
JOE QUESADA - CHIEF CREATIVE OFFICER
DAN DUCKLEY - PUBLISHER
ALAN FINE - EXECUTIVE PRODUCER

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OFF THE WEST SIDE HIGHWAY.
Detective Terry Schreck. Killed in the line of duty.
HNNNK HNNNK
Formerly dead.
KR-THWUMP
CAUTION
HELL

CONEY ISLAND ARCADE
No fair! You cheated!
Since when is being awesome cheating, Lana?
Bombshell/ Lana Baumgartner
KLAK
Missed one! Tandy, you're gonna--
I got it, Jess! I got it!
Kitty Pryde
Black Widow/ Jessica Drew
Dagger/ Tandy Bowen
TIME
2P ACTION!

Excuse me, you're Kitty Pryde, right?
Lemme get an autograph?
Oh, I'm so sorry, but I'm not actually Kitty Pryde! I've been getting a lot of that lately.

Here, want a turn?
No, thanks.
She don't even look like Kitty Pryde.

Let's get out of here before I'm swamped by my adoring fans.
They were kinda right, though, you look nothing like the world's greatest heroine.
Okay, just one. More.
Gah! I missed!
CLK CLK CLK

You guys suck.
But your road rage is awesome.

I said those weren't my drugs, man! This is harassment!
Ah, surely one of Coney Island's finest moments and we're not even gonna stop to appreciate it.
I feel guilty taking a day off like this. It's like we should be on the hunt for Scourge or some gangs or...
We've all tried what we can do during the week. It won't hurt to take a step back, relax, work on your tan.
I don't tan.
Then work on your personality.
Gonna work on your face, Baumgartner.
Hey, can you guys spot me some cash? I just wanna get us waters.
Hold on, let me see what I--
KRAK
Aghk!
You're not gonna get me to run in flip flops, chump.
Pretty sneaky move there, Tandy. Risky, too.
What was that about a day off?
Wow, your extra power must be wish fulfillment.
I wish I had Iceman's power right about now.

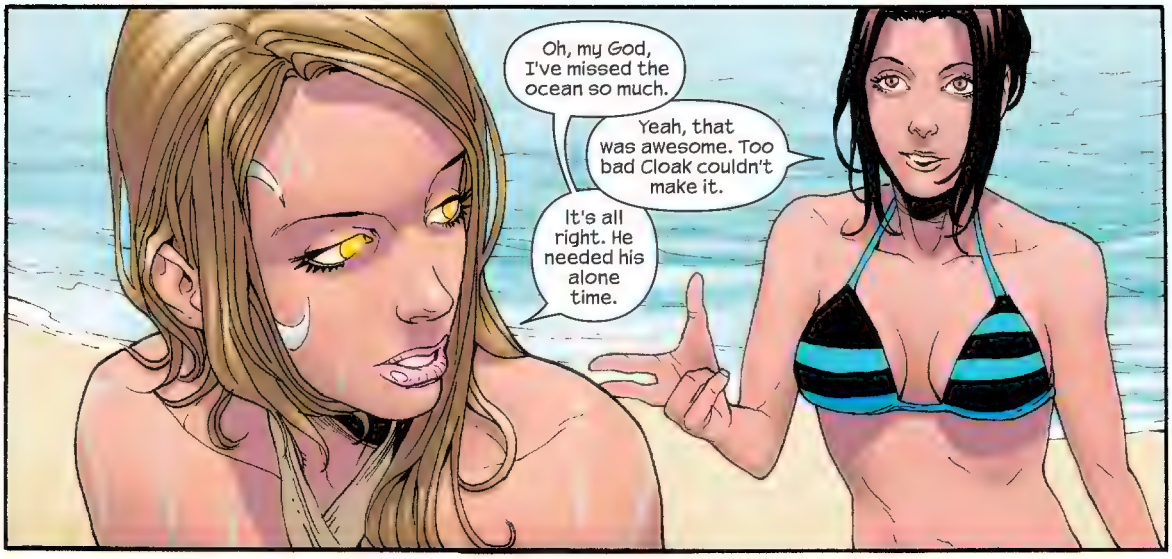
Mami chula!
'Scuse me, but are you like, models 'n' stuff? I got a camera back at my place and I thought--
Are you kidding? That's your angle? Get in the back of the line, son.
Damn, chulas!
Blancita, let's talk later.
Doubt it! Come back when you got game.
Your back's healing nicely.
Wish I could say the same about my jacket.
I told you, I can sew it up for you.
Nah...
God, there are creeps everywhere. They're not even that cute.
Wonder how the boys are holding out in this weather. They should've--
Oh, my God, is that a syringe?

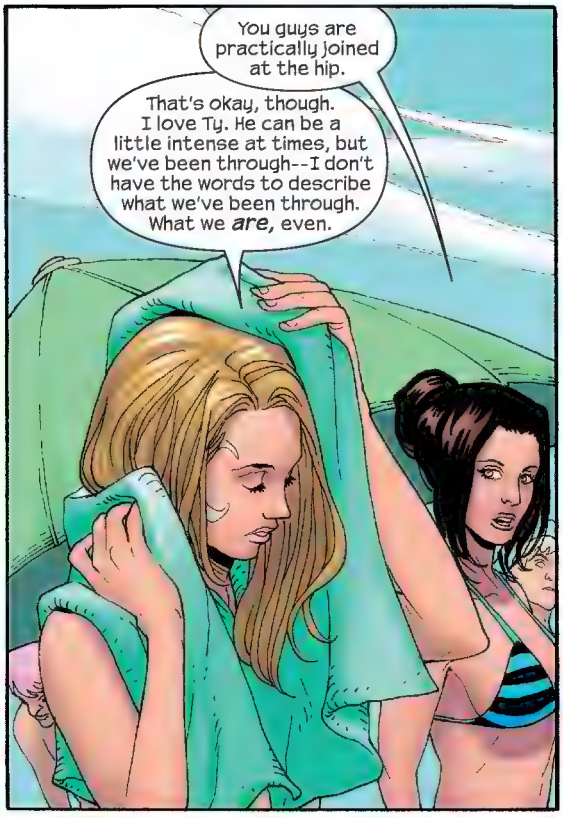
WESTSIDE CHURCH.
C'mon, Ty, keep it steady...
Cloak
You got it...
Keep it--
Huh?
CREAK
See? Toldja this was open.
--popping up--
Oh, man... I think I used to come here as a kid.
Bart, you sure this place is good to go?
It's either this or Toby's, and I can't stand his flute, man. Plus, have you been there lately? More and more shady characters are--

Get off my property, junkies--
--now!
Whu-- whu--AAAH-- noNO
Hey, hey, YOU!
Whas going on here? You hurt dese guys? Why you super-punks always gotta mess wid' us regular people, man?
These men were trespassers. I was protecting my turf.
From them? Well, now you a trespasser, man. An' I don't need more trouble.
Sounds like we agree on one thing.

Spider-Man/ Miles Morales and his pal, Ganke
We're going to be late, Miles. I know it.
I can take you to the G train and see who gets there first.
Ugh, I think it's time for the re-up.
You called it. I thought we'd have to refill your web-shooters after the movie.
Hey, Ganke, you think kissing someone else is cheating?
As in *not* Katie? Oh, man, who'd you kiss?
No one.
Tell me!
Ganke, don't... she was a stranger.
S'like I don't even know you.
It was in passing, during a fight actually.
You were *fighting* her?
She's a villain--oh, God, "villain"?
She's maybe a little older. She's just a--she's in that Skulls gang we tried busting up. So yeah, we sort of got into a scuffle.
The one that kicked your butt, right, right. I remember you telling me. Why is that kinda hot?

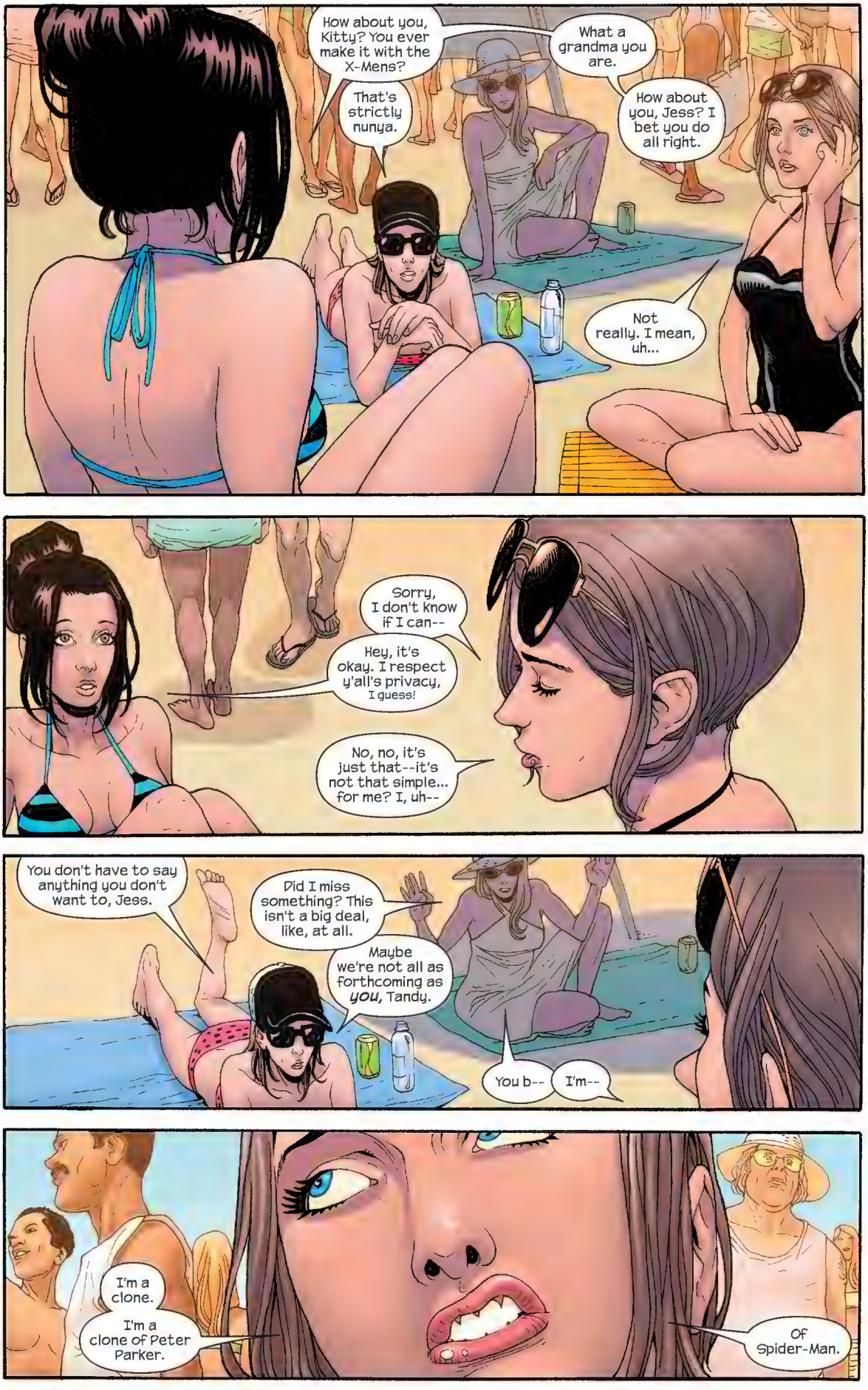
It's nothing major at all. It was like a peck.
Over or under the mask? And why haven't you told me this detail until now?
Because I kinda can't stop thinking about it. Is that creepy?
Nah... maybe just a little.
I knew it. It's creepy and wrong.
As long as you didn't cross the line or anything.
Ease up on the webbing.
I know what you're thinking. Do *not* tell Katie. What, you want to make *her* feel bad, too? If you feel guilty, that's on *you*, Miles.
And what's with you wanting to tell Katie everything? Was your secret identity not enough?
What about trust, then? Or worse-- what if this just means I'm not into her as much? It's the beginning of the end.
I love her, I really do. This other kiss, though...
It'll pass. It's just dumb.
If it's so dumb, why are you so worried about it?
C'mon, we might catch the previews if we split right this second.
Hey, you'll let me know as soon as Dagger breaks up with Cloak, won't you?
I'm gonna drop you.
Then who's going to give you love advice?

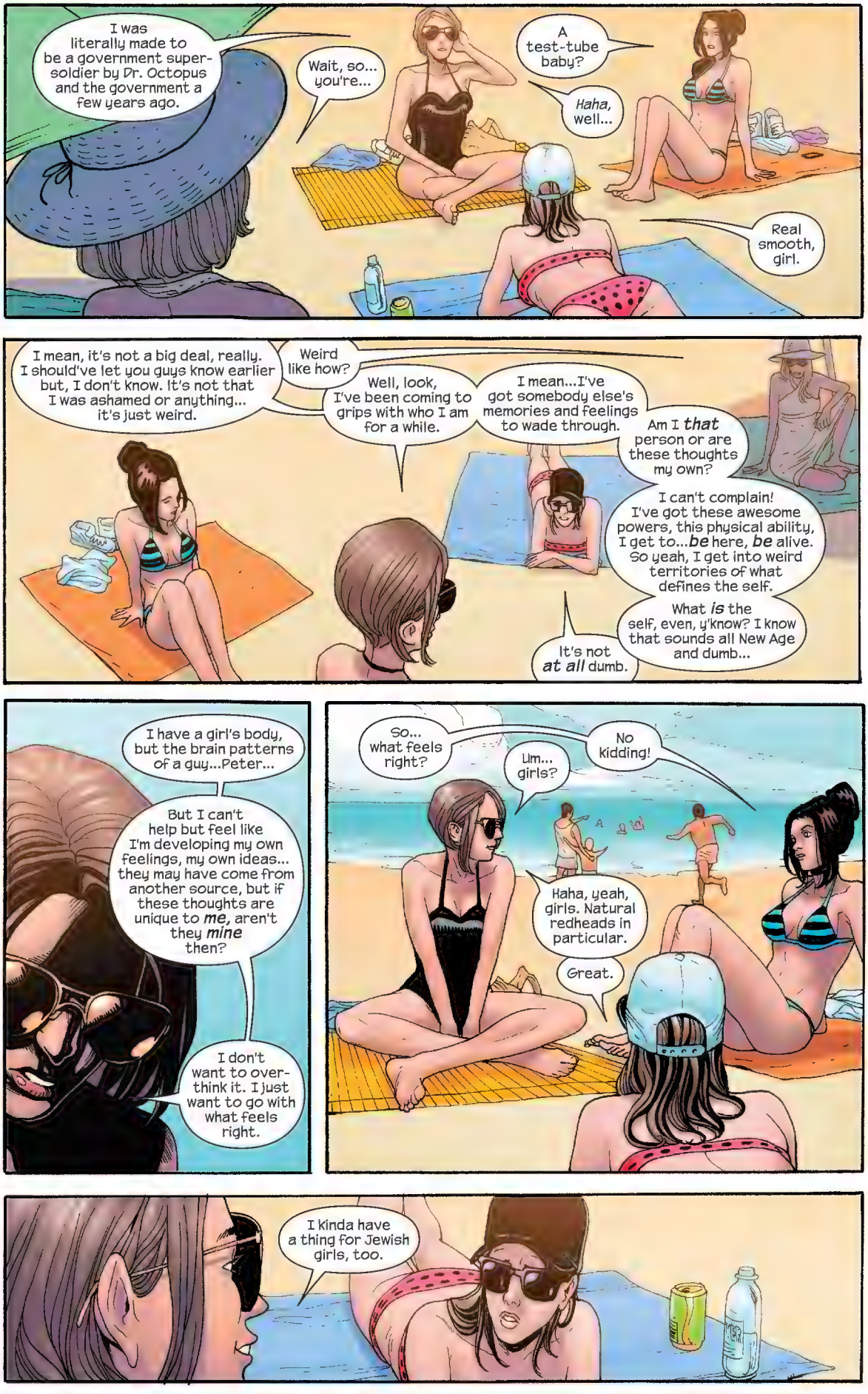

Oh, my God, I've missed the ocean so much.
Yeah, that was awesome. Too bad Cloak couldn't make it.
It's all right. He needed his alone time.

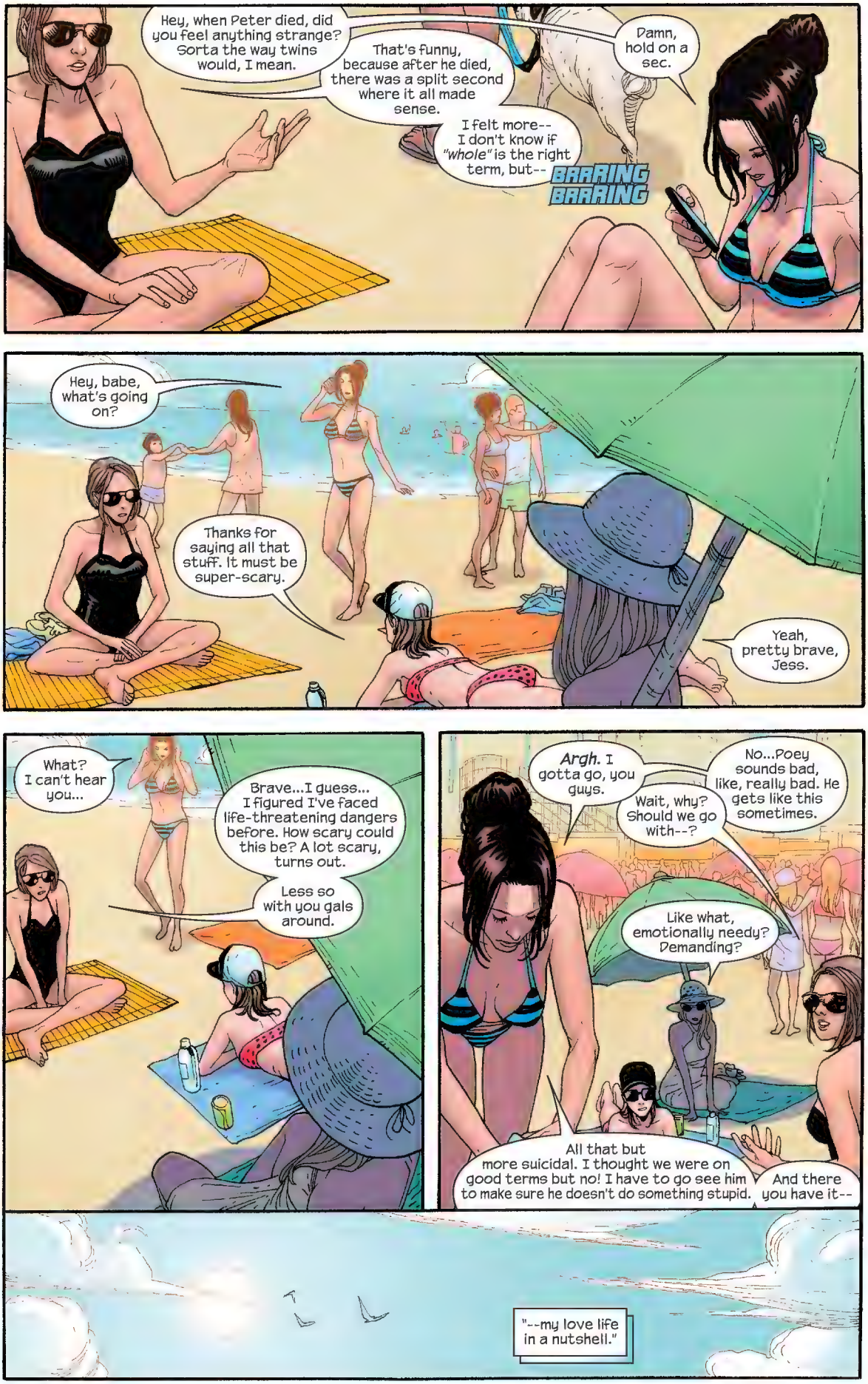

You guys are practically joined at the hip.
That's okay, though. I love Ty. He can be a little intense at times, but we've been through--I don't have the words to describe what we've been through. What we *are*, even.

Would you mind passing me a water, Lana?
So, do you and Ty, like--
Like what?
Y'know...

I wouldn't know.
At least not without powers.
Whuuuut.
You guys...


How about you, Kitty? You ever make it with the X-Mens?
That's strictly nunya.
What a grandma you are.
How about you, Jess? I bet you do all right.
Not really. I mean, uh...
Sorry, I don't know if I can--
Hey, it's okay. I respect y'all's privacy, I guess!
No, no, it's just that--it's not that simple... for me? I, uh--
You don't have to say anything you don't want to, Jess.
Did I miss something? This isn't a big deal, like, at all.
Maybe we're not all as forthcoming as *you*, Tandy.
You b--
I'm--
I'm a clone.
I'm a clone of Peter Parker.
Of Spider-Man.


I was literally made to be a government super-soldier by Dr. Octopus and the government a few years ago.
Wait, so... you're...
A test-tube baby?
Haha, well...
Real smooth, girl.
I mean, it's not a big deal, really. I should've let you guys know earlier but, I don't know. It's not that I was ashamed or anything... it's just weird.
Weird like how?
Well, look, I've been coming to grips with who I am for a while.
I mean...I've got somebody else's memories and feelings to wade through.
Am I that person or are these thoughts my own?
I can't complain! I've got these awesome powers, this physical ability, I get to...be here, be alive. So yeah, I get into weird territories of what defines the self.
What is the self, even, y'know? I know that sounds all New Age and dumb...
It's not at all dumb.
I have a girl's body, but the brain patterns of a guy...Peter...
But I can't help but feel like I'm developing my own feelings, my own ideas... they may have come from another source, but if these thoughts are unique to me, aren't they mine then?
I don't want to over-think it. I just want to go with what feels right.
So... what feels right?
Um... girls?
No kidding!
Haha, yeah, girls. Natural redheads in particular.
Great.
I kinda have a thing for Jewish girls, too.


Hey, when Peter died, did you feel anything strange? Sorta the way twins would, I mean.
That's funny, because after he died, there was a split second where it all made sense.
I felt more-- I don't know if "whole" is the right term, but--
Damn, hold on a sec.
BARRING
BARRING
Hey, babe, what's going on?
Thanks for saying all that stuff. It must be super-scary.
Yeah, pretty brave, Jess.
What? I can't hear you...
Brave...I guess... I figured I've faced life-threatening dangers before. How scary could this be? A lot scary, turns out.
Less so with you gals around.
Argh. I gotta go, you guys.
Wait, why? Should we go with--?
No...Poey sounds bad, like, really bad. He gets like this sometimes.
Like what, emotionally needy? Demanding?
All that but more suicidal. I thought we were on good terms but no! I have to go see him to make sure he doesn't do something stupid.
And there you have it--
"--my love life in a nutshell."

G-Goodbye, Lana.
Don't do it, please, don't do it, don't--
I don't wanna--I don't wann--
SHPFF

SIDEWINDER vs. THE ZODIACS,
LOWER EAST SIDE.
ANACONDA vs. THE WOLFPACK,
THE BRONX.

BLACK RACER vs. SUPREME SOVIETS,
MEATPACKING DISTRICT.
DEATH ADDER vs. NASTY BOYS,
HARLEM.

Poey?
Hey, Poey!
Hellooooo?
!
PFSHHHH

Yup, that looks like her. She was with *this* punk...
Hey, hey, have a little respect for the dead. I'm sure he meant a great deal to her.
Hey, Diamondback, should I go out and get us another mango? We're out.
Why's it gotta be fruit? We can use a pillow to silence the gun.
We're not shooting her. But we will make her pay for costing us a good chunk of money when she blew up our deal.
Let's see how good this frozen slave stuff works.
Devil's dust, it works.
And don't think it. Lead her out of here...
...gently.
Don't know the meaning of the word.
She shore does smell purity.
You make the worst hillbilly.
Let's go have us some fun.
You guys can stay and watch if you wanna.

Get away from her.
THUKGK
I was kidding! Kidding! I was just--
KRATKH

I wish I could say it's because you ignored a direct order...
...but if you even *threaten* to misbehave like that ever again, I will literally make you choke on your own--
I think they get it.
So what now?
For the rest of the night, she'll be helpless, won't be able to move unless I say so.
She'll be our little puppet.
We'll get her to lead us to wherever that youth brigade of hers hangs out. Then we'll take good care of *them*.
As soon as they roll in, boom. They're done.
Now c'mon, let's hustle. The effect lasts only a few hours.
And baby has a lot of showing us around to do.
NEXT: HIS COLD, HANDSOME SKULL

ALL-NEW ULTIMATES®

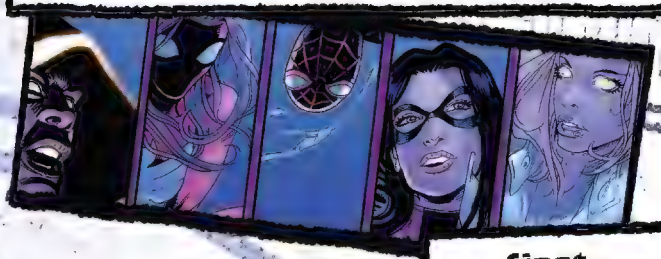
ULTIMATE MARVEL NOW!

FIFFE
PINNA
WOODARD

005

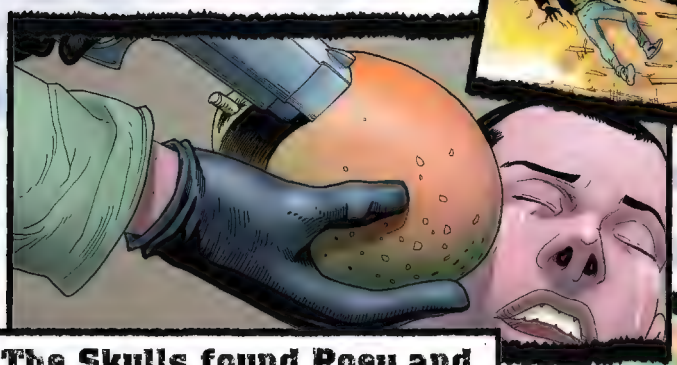
ALL-NEW ULTIMATES

Teen super heroes **Spider-Man**, **Kitty Pryde**, **Cloak** and **Dagger**, **Bombshell**, and **Black Widow** have formed a crime-fighting team. They call themselves: **the New Ultimates.**



Their **first** mission: a gang called the **Serpent Skulls** who have been dealing **super-power drugs** with a **high mortality rate.**

Thanks to **Lana's boyfriend Poey**, the Ultimates were able to track down the source of the drugs to a **warehouse** and **destroyed** the supply.



The Skulls found Poey and killed him.

Lana was kidnapped by the **Skulls** and **poisoned** with a powder called **Diamond Dust** --

-- rendering her **completely helpless** and compelled to do **whatever the Skulls command...**

And what do they want? To take down the New Ultimates!

MICHEL FIFFE - WRITER
AMILCAR PINNA - ARTIST
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IDETTE WINECOOR - PRODUCTION DESIGNER
DAVID NAKAYAMA - COVER ARTIST
EMILY SHAW - ASSISTANT EDITOR
MARK PANICCIA - EDITOR
SPECIAL THANKS TO **KATIE KUBERT** & **MIKE MARTS**
AXEL ALONSO - EDITOR IN CHIEF
JOE QUESADA - CHIEF CREATIVE OFFICER
DAN BUCKLEY - PUBLISHER
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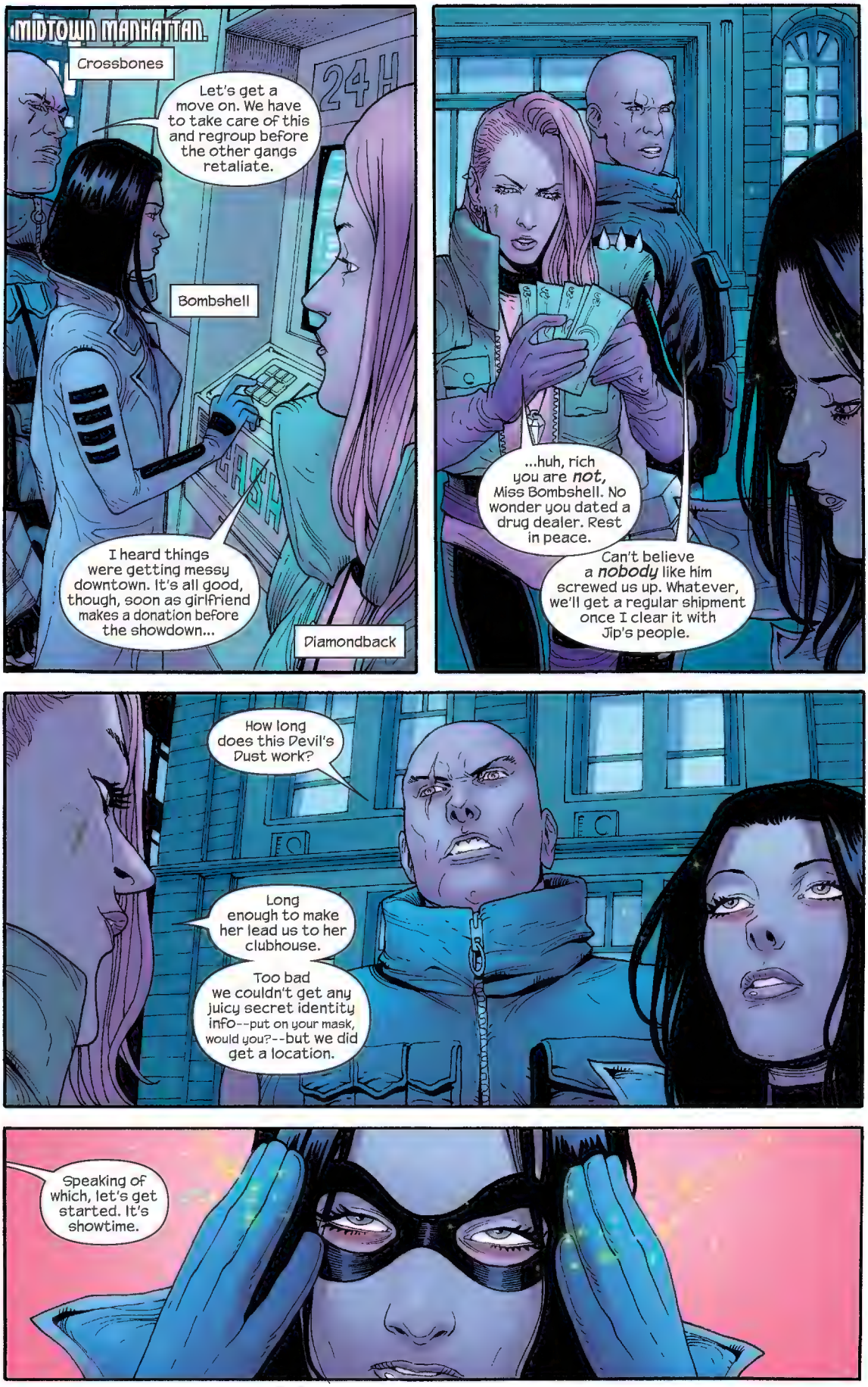
CHELSEA, NYC.
What gang did you say you were in? Oh, hold on--
--remind me to care!
THWAX
Black Widow
Kitty Pryde
Spider-Man
THR-POW

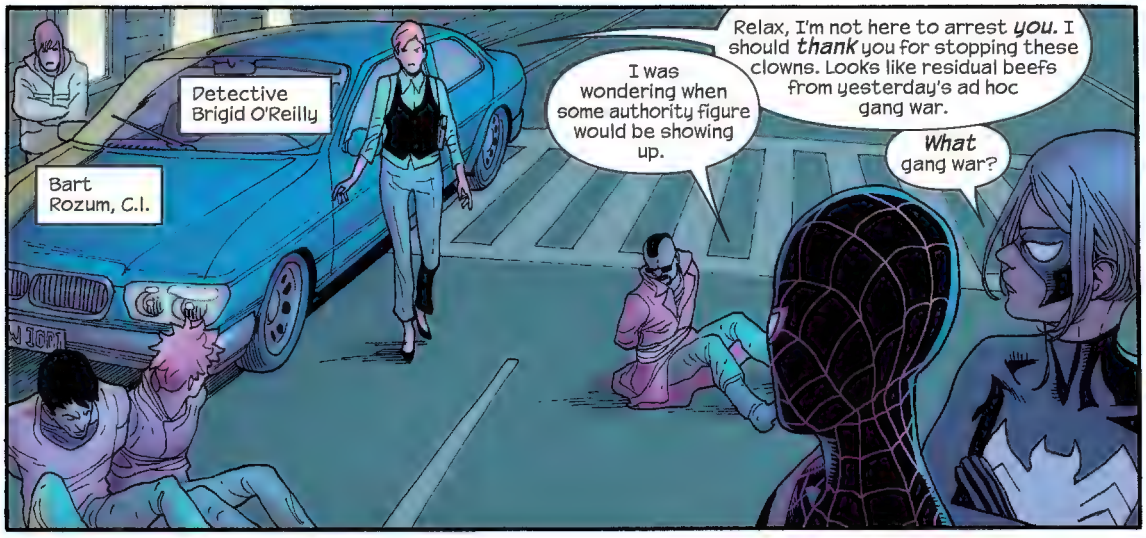
What is *wrong* with you people?!
I think we can skip the part where we talk sense to them.
THWAK
They seem hopped up on something, and looks like...
...they've already been in a fight. There's no calming them down.
UNGHF!
KRK
OPEN

VROOMMM
YAAAHHH!
Slow down, mister!
THWIP
KUH-RASHSHSHK
That was close! Sorry about that.
You stopped it best you could.
These guys don't look like Skulls, so what are they doing on their turf?
Retaliation? Peace treatise? Date night?
Let's round them up first, then we play junior detectives. The more we bag, the better.
grrRRoannNN

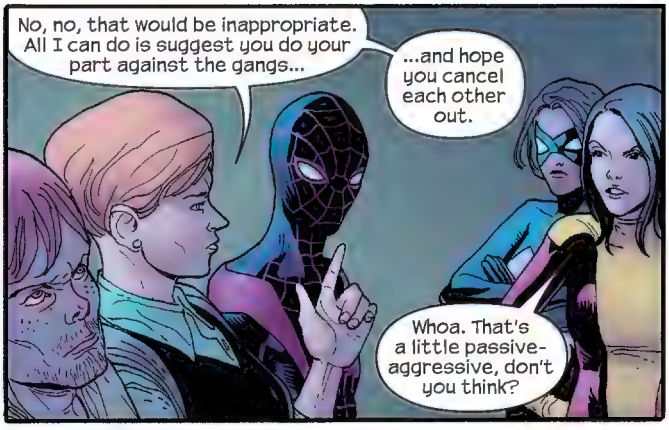
ABANDONED HELL'S KITCHEN CATHEDRAL, A.K.A. ULTIMATES HEADQUARTERS.
A little to the left... AAAHH!
Dagger
Cloak
More elbow? Less elbow? I can stand on you, too, if you want.
No, this is--URK-- perfect.
Sorry you've been feeling crappy lately.
Slow recovery. Doesn't help that we've been seeing more action than usual.
It's like we never get time to ourselves anymore.
I know. What's up with that?
We can take a break for a night.

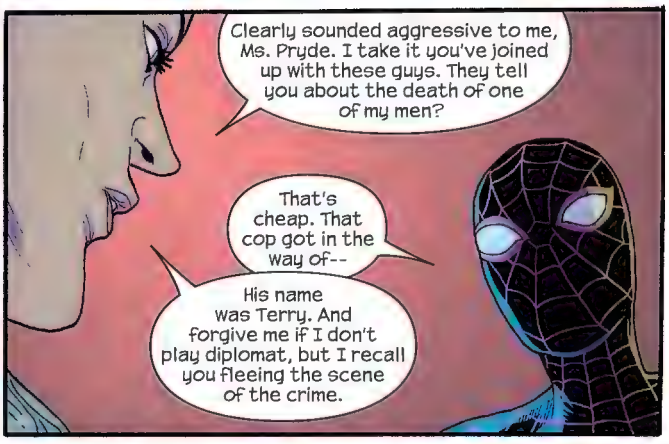
ZZSCH
SKFCHZZZ
SKRCHCHZZT


MIDTOWN MANHATTAN.
Crossbones
Let's get a move on. We have to take care of this and regroup before the other gangs retaliate.
Bombshell
I heard things were getting messy downtown. It's all good, though, soon as girlfriend makes a donation before the showdown...
Diamondback
...huh, rich you are *not*, Miss Bombshell. No wonder you dated a drug dealer. Rest in peace.
Can't believe a *nobody* like him screwed us up. Whatever, we'll get a regular shipment once I clear it with Jip's people.
How long does this Devil's Dust work?
Long enough to make her lead us to her clubhouse.
Too bad we couldn't get any juicy secret identity info--put on your mask, would you?--but we did get a location.
Speaking of which, let's get started. It's showtime.


Detective Brigid O'Reilly
Bart Rozum, C.I.
I was wondering when some authority figure would be showing up.
Relax, I'm not here to arrest *you*. I should *thank* you for stopping these clowns. Looks like residual beefs from yesterday's ad hoc gang war.
What gang war?

The Serpent Skulls took it upon themselves to break the gang truce. My squad's hands are tied in official policy, but you people--
--I don't see you having a chain of command to answer to.
I thought we were outlaws to you. Now you're telling us to help out--?

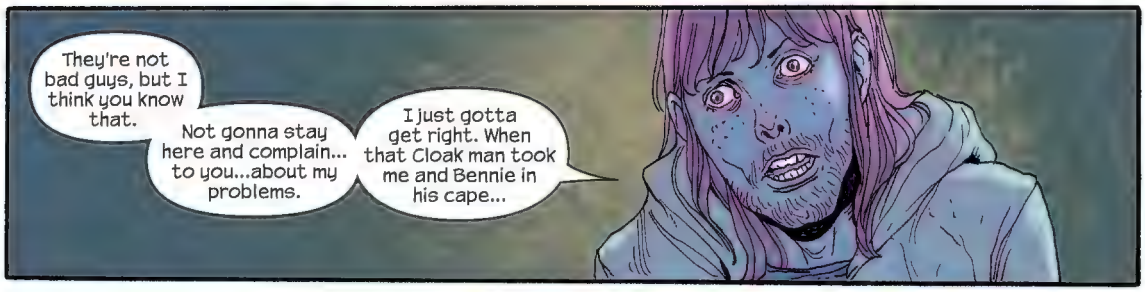

No, no, that would be inappropriate. All I can do is suggest you do your part against the gangs...
...and hope you cancel each other out.
Whoa. That's a little passive-aggressive, don't you think?


Clearly sounded aggressive to me, Ms. Pryde. I take it you've joined up with these guys. They tell you about the death of one of my men?
That's cheap. That cop got in the way of--
His name was Terry. And forgive me if I don't play diplomat, but I recall you fleeing the scene of the crime.

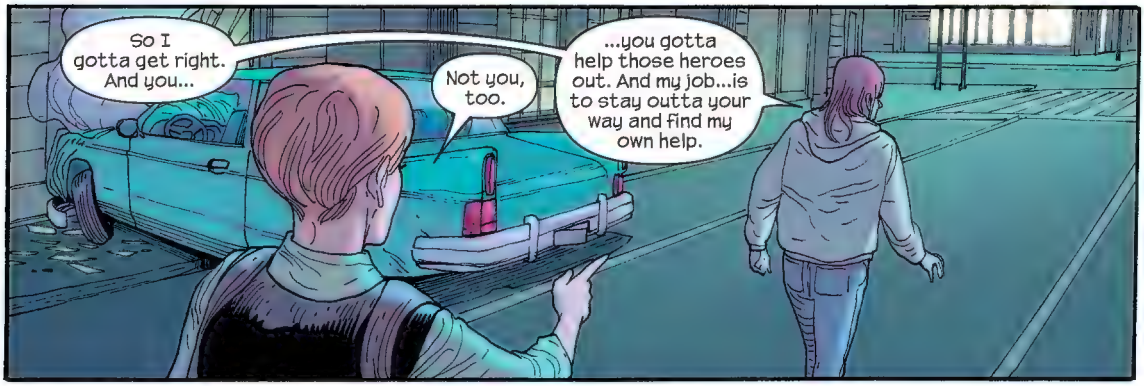
Oop! Speaking of fleeing, business calls.
We'll have to prove our innocence some other time.
VEETBP
VEETBP
VVETBP
VVETBP

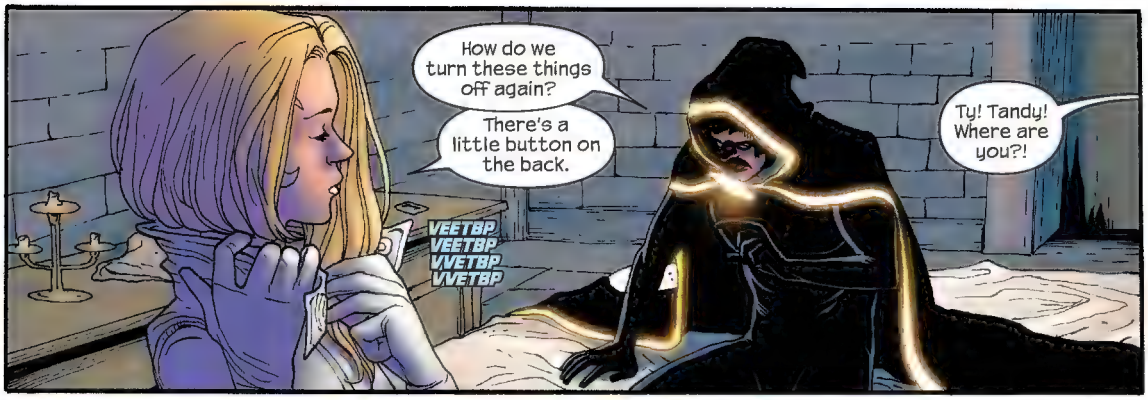
Wait!

I think...I think I know where they're going.
The church on 42nd...the old, crappy one. I think that's where they all live or something.
I can't just leave you here, Bart. What about the clinic?
Forget the clinic...I don't need no clinic. I'm telling you where that Cloak dude lives, where they probably hang out. S'why I came to you.
This is the worst I've seen you. The clinic will--

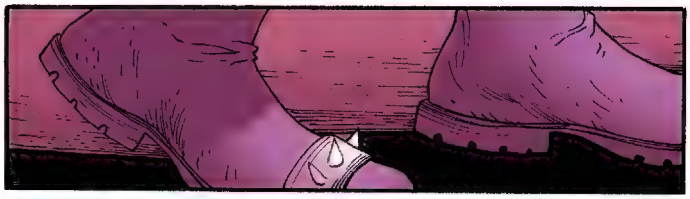

They're not bad guys, but I think you know that.
Not gonna stay here and complain... to you...about my problems.
I just gotta get right. When that Cloak man took me and Bennie in his cape...

...I saw darkness. *The* darkness. It was worse than pitch black. It was ***hopeless.***
And I can't speak for Bennie, but I can't stay on that road. I'll die if I do, and you know what? I'm scared of ***wanting*** to stay on that road.

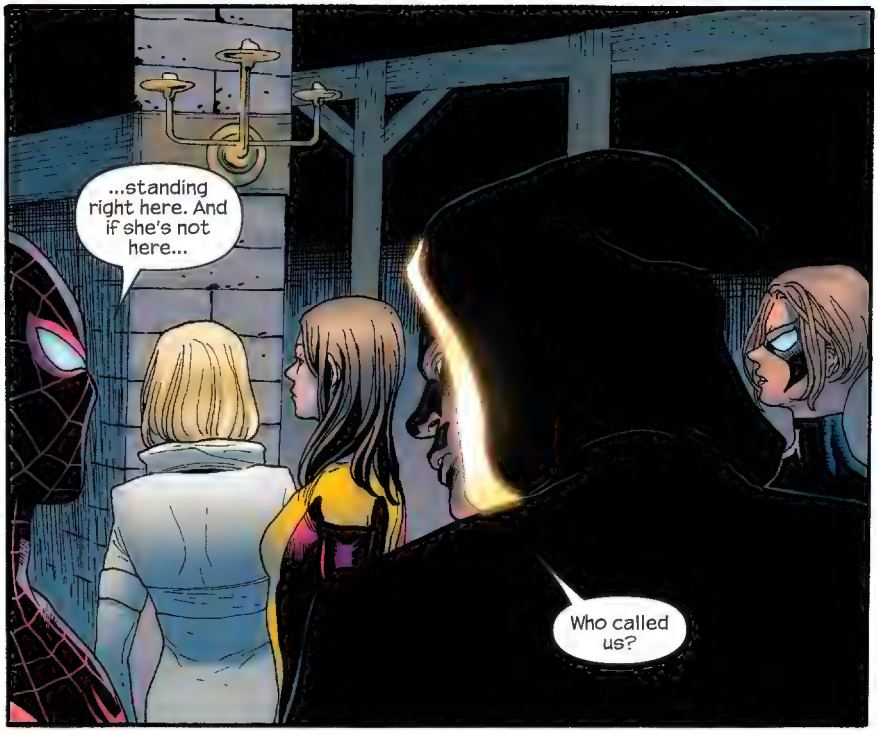

So I gotta get right. And you...
Not you, too.
...you gotta help those heroes out. And my job...is to stay outta your way and find my own help.


How do we turn these things off again?
There's a little button on the back.
Ty! Tandy! Where are you?!
VEETBP
VEETBP
VVETBP
VVETBP

Up here! What's going on?
What's the emergency?
We were gonna ask you the same thing. Why'd you wanna meet here?



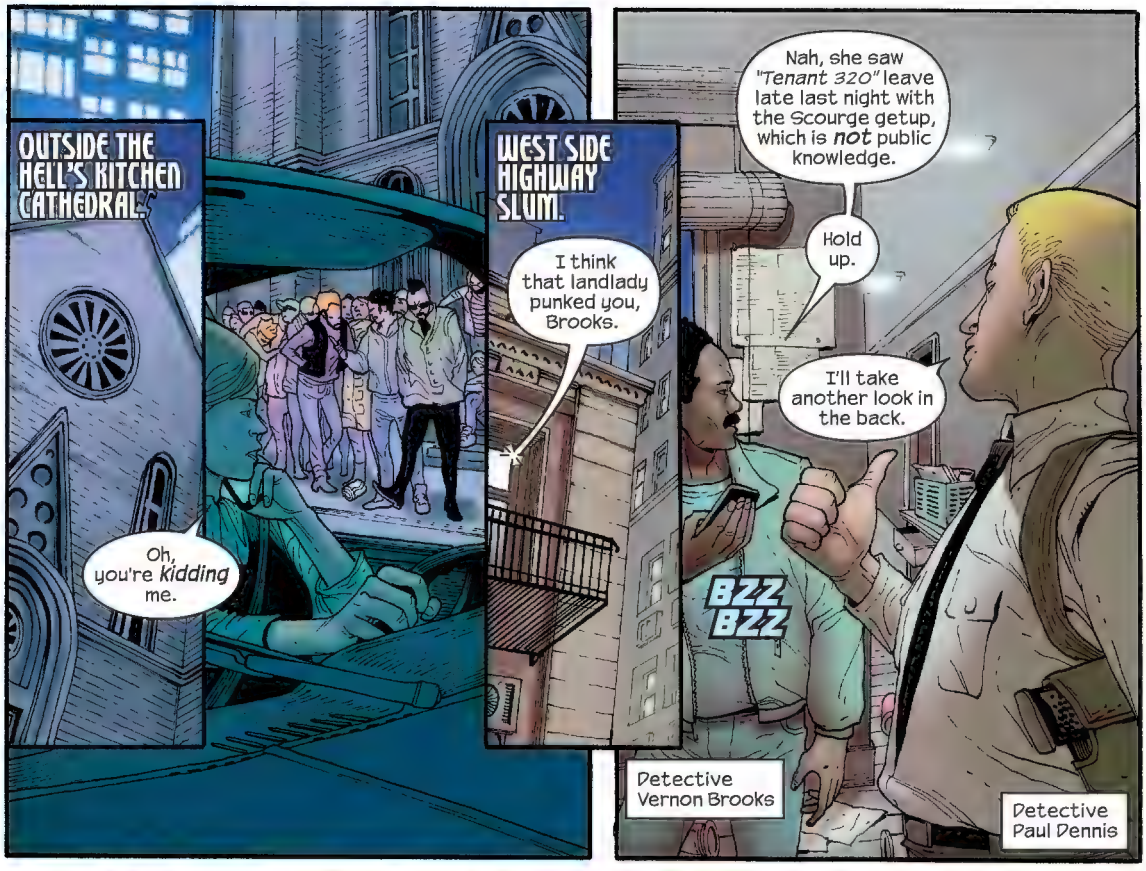
Where is Bombshell, anyway?
Well, her signal was coming from here, so she should be...


...standing right here. And if she's not here...
Who called us?

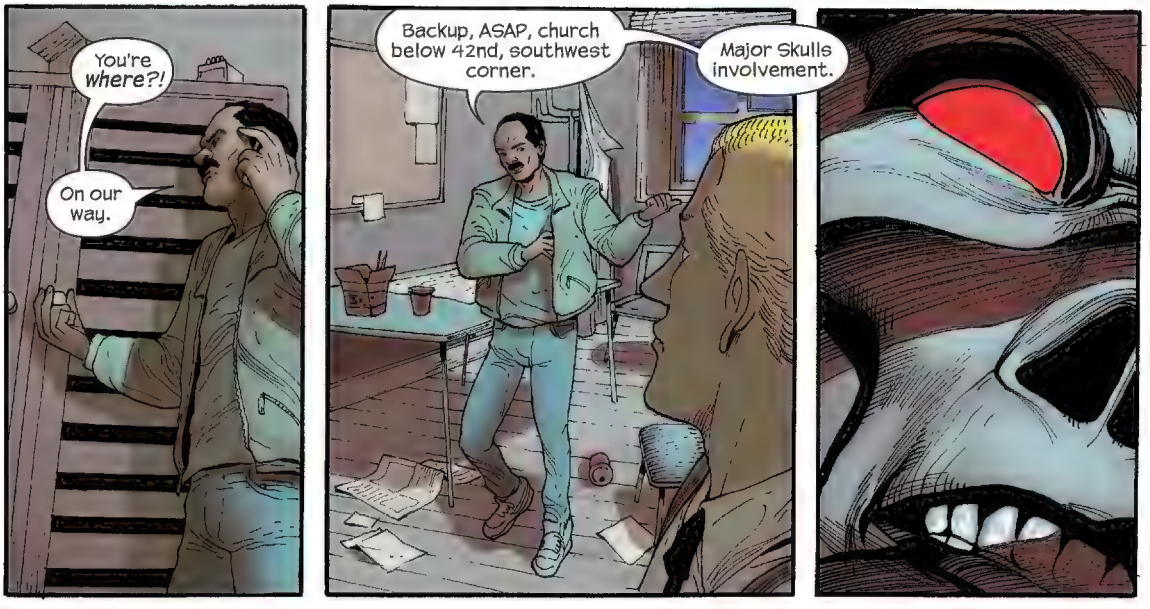
On a silver platter, just like that.
Take them!
FWASHHZZ
World famous...
...and still...
...next to useless.
So you're the one Diamondback can't shut up about. Don't look like much to me.

I'm surprised to see you survive your little "trip." First one's always free--
--what the hell, so's this one!
I'm not really a revenge type of gal...
KSHKRSHS
...but for you, I'll make an exception.
...

They have spirit, but who gives a crap about any of that? They'll go down easy enough.
They've given us enough trouble to disprove you.
Hey, this was *my* plan, remember? Worked like a dream, is what you're trying to say.
I got plenty of troops keeping watch. How do you wanna finish this?
Slit her throat once she snaps out of your spell. Don't need more loose ends.
As for her friends...
...I think it's time they met...
CROSSBONES.


OUTSIDE THE HELL'S KITCHEN CATHEDRAL.
Oh, you're *kidding* me.
WEST SIDE HIGHWAY SLUM.
I think that landlady punked you, Brooks.
Nah, she saw "*Tenant 320*" leave late last night with the Scourge getup, which is ***not*** public knowledge.
Hold up.
I'll take another look in the back.
BZZ BZZ
Detective Vernon Brooks
Detective Paul Dennis

What's up, O'Reilly?


You're *where?!*
On our way.
Backup, ASAP, church below 42nd, southwest corner.
Major Skulls involvement.

So you--
WHUB
--you're the ones giving me grief.
POP
POP
What-- not even a "sorry"?
Hunh?

Not another step, meathead.
Pah!
KRCHK
Don't tell me that hurt! I was just playing with you. Now *this*...
...this should hurt.

Get out! Get out of here!
Oufff!
KRCH
Guh--!
A liiiittle to the right. A little bit more...there you go. Okay, I think you got it.

Glad you decided to join us, Cobra. How'd the burial--?
Pfft--burial? I dumped that dope's body in a dumpster.
Hey, shouldn't we help out with the fight?
Nah, that's *her* job. She did good in leading us to her *"hall of justice."*
Now, c'mon! I used up all of my Diamond Dust to get you in here. So like I said, aim right at his head--
--and just blow him away.
The way we did your boy, Poey.
Poey.

KRAKAR-
BOOM
YEARRRGH!
KRBOOM

KRASHHCRCR
Tower's collapsing--everyone *move!*
I thought I saw Bombshell. I gotta--!
Jess, wait!

...over... it's done...
...I don't care...how many of you I catch but...
...you're all...
...DEAD!
NEXT: WRITHE AND ATTACK!

ALL-NEW ULTIMATES

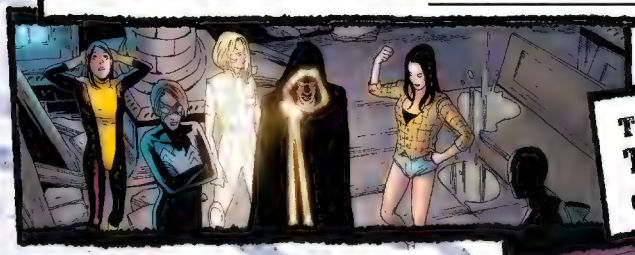
ULTIMATE MARVEL NOW!

FIFFE
PINNA
WOODARD

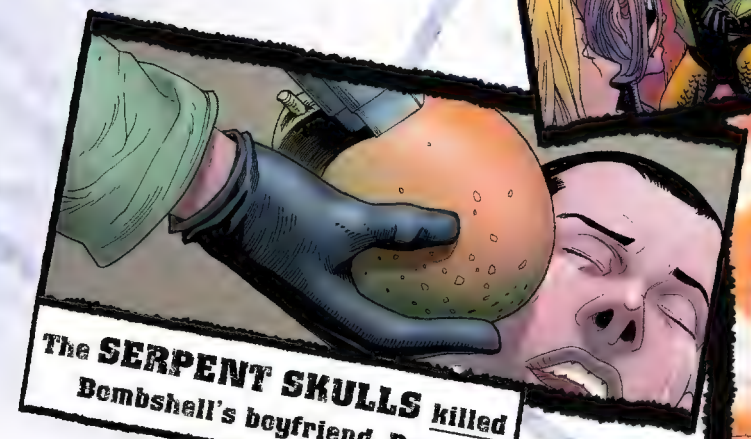
006

ALL-NEW ULTIMATES

Teen super heroes **Spider-Man**, **Kitty Pryde**, **Cloak** and **Dagger**, **Bombshell**, and **Black Widow** are the **New Ultimates**.



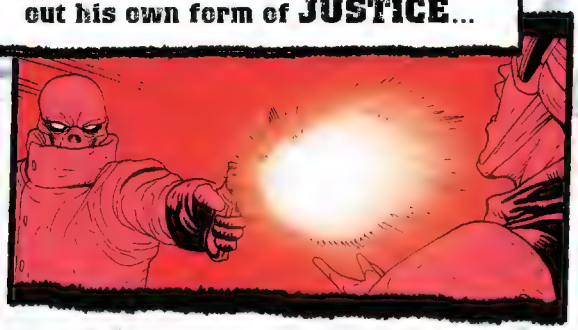
Their **FIRST** mission is to **CLEAN UP THE STREETS**, starting with the drug dealing gang the **SERPENT SKULLS**.



The **SERPENT SKULLS** killed Bombshell's boyfriend, Poey.

Now **Bombshell** wants **PAYBACK**.

Meanwhile, a bloodthirsty vigilante named **SCOURGE** has been doling out his own form of **JUSTICE**...



MICHEL FIFFE - WRITER
AMILCAR PINNA - ARTIST
NOLAN WOODARD - COLOR ARTIST
VC'S CLAYTON COWLES - LETTERER
IDETTE WINECOOR - PRODUCTION DESIGNER
DAVID NAKAYAMA - COVER ARTIST
EMILY SHAW - ASSISTANT EDITOR
MARK PANICCIA - EDITOR

AXEL ALONSO - EDITOR IN CHIEF
JOE QUESADA - CHIEF CREATIVE OFFICER
DAN DUCKLEY - PUBLISHER
ALAN FINE - EXECUTIVE PRODUCER

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WESTSIDE CHURCH.
Crossbones, Serpent Skull Leader.
Spider-Man, Ultimates member.
Crossbones--
:COUGH:
Watch out--!
Whu--?
KICK
PUNCH
CHK
Thanks for the save, Spidey. Let me get you back.

Bombshell, Ultimates member.
Just now freed herself from drug-induced paralysis at the hands of her boyfriend's killers, the Serpent Skulls.
Diamondback, show yourself!

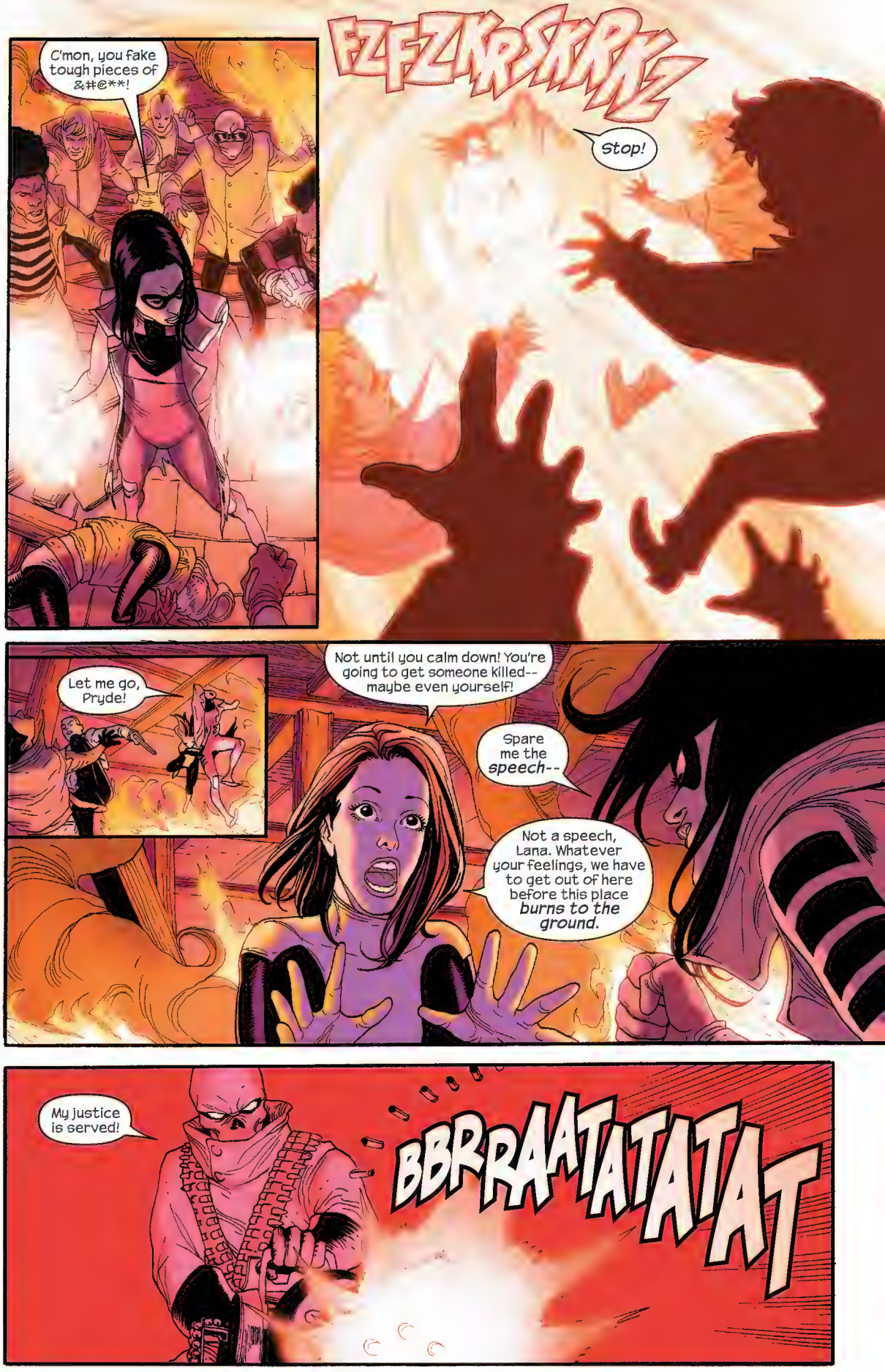
You!
Get behind me, D!
Sidewinder, Serpent Skull Lieutenant.
Diamondback, Serpent Skull Lieutenant.
FSHKWRK
WHOOMP
Wha--?
WHOOMP
Clear out-- let's go!
THRAK

Tell me your power isn't being all grabby!
Anaconda, Serpent Skull Lieutenant.
Kitty Pryde, Ultimates member.
I'm not judging. We're all special in our own way.
THUD
And where do you think *you're* going?
Black Widow, Ultimates leader.
THWIPP
Black Racer, Serpent Skull Lieutenant

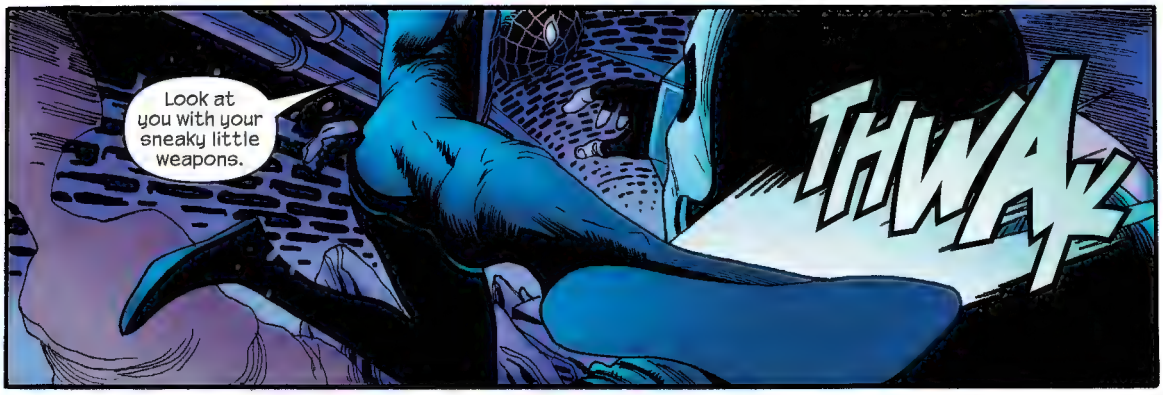
This place won't last much longer if Bombshell keeps going at it.
Cloak & Dagger, Ultimates members.
OUFF!
I say we let 'em all charge in there when it does.
Death Adder, Serpent Skull Lieutenant.
You're just in time, fellas. We're going in.
We're the only backup you called?
Skulls are off-limits to us, but that doesn't mean we can't catch them in the act and, y'know...
Det. Brigid O'Reilly.
Det. Vernon Brooks.
CLAK
...slap their wrists a li'l.
Det. Paul Dennis.
N.Y.P.D.

These cowards... all attending church, destroying the spirit of decency...
...when they should be *praying*...
...praying that their lord has mercy on them...
...mercy that I won't grant tonight.
Scourge, bloodthirsty vigilante.
But praying--
CRACCRK
--it's *worthless* to me.
BRATTATATRATT

I said leave, Diamondback! I'll take care of Bombshell.
I can't decide whether it's cute or *insulting* that you're ordering me around.
I ain't running from some basic bit--
FSHKWRK
FFKRAKK
My justice is absolute.
BRRATTATTAT


C'mon, you fake tough pieces of &#@**!
FZFZKRSKRZZ
Stop!
Let me go, Pryde!
Not until you calm down! You're going to get someone killed-- maybe even yourself!
Spare me the speech--
Not a speech, Lana. Whatever your feelings, we have to get out of here before this place burns to the ground.
My justice is served!
BBRRAATATATAT

Cloak!
Gang's thinning out, but the fire's getting *worse.*
Can you teleport us all out of here?
What are the odds we can corral and calm everyone down first? I can try...
Bombshell, why don't you--
--*wait!* Come back!
BRRRTTAAATAAT
CHK CHK CHK


Look at you with your sneaky little weapons.
THWAK

SWISH
Really goes well with your "bad boy" image.

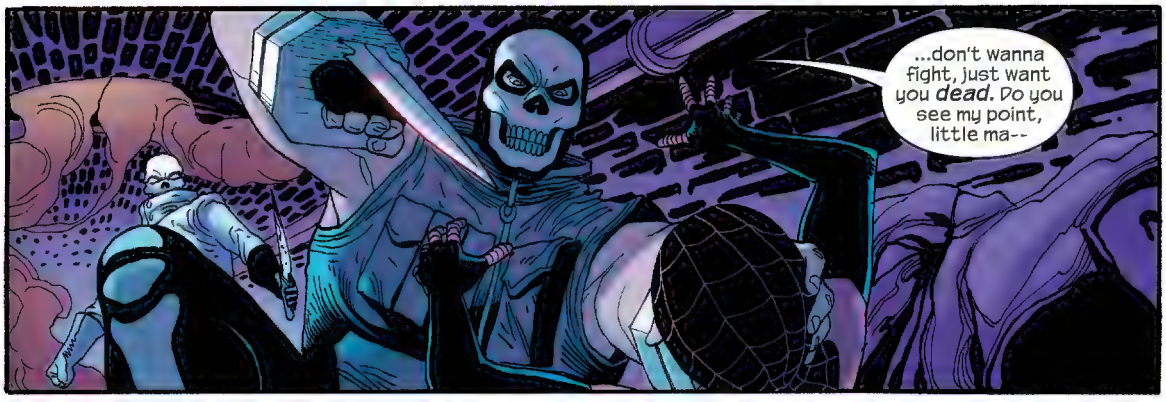
But you lose originality points with that mask.
KRAK

SHHK
Aghhk!

I thought you'd never shut up.
Let's make that permanent-like.

KRAK
Finally making a dent here. Let's start clearing out.
Wait, over there--
POW
--FREEZE!
Scourge!
Ahhhhhhk!
BLAMM
Lana, no!
I'm burned bad--h-help me, man--
I will.
SCHK

Brooks! Dennis! We've got a man down!
Must get... weapons in order... that corridor will be enough to--


...don't wanna fight, just want you *dead.* Do you see my point, little ma--

AAAAGH!
SCHP

GAHHH--!
THWAKK

UNDERNEATH THE WESTSIDE CHURCH.
Cough--erk--Crossbones, come back!
rrrrGHG
Who the hell--
--was that?
rrrrrrG
You! You're that guy, that crazy vigilante dude!
THWIP
THWIP
I'm Scourge, dirtbag. Remember it.
Hey, you're the one who just saved me.
So... thanks?
THWP

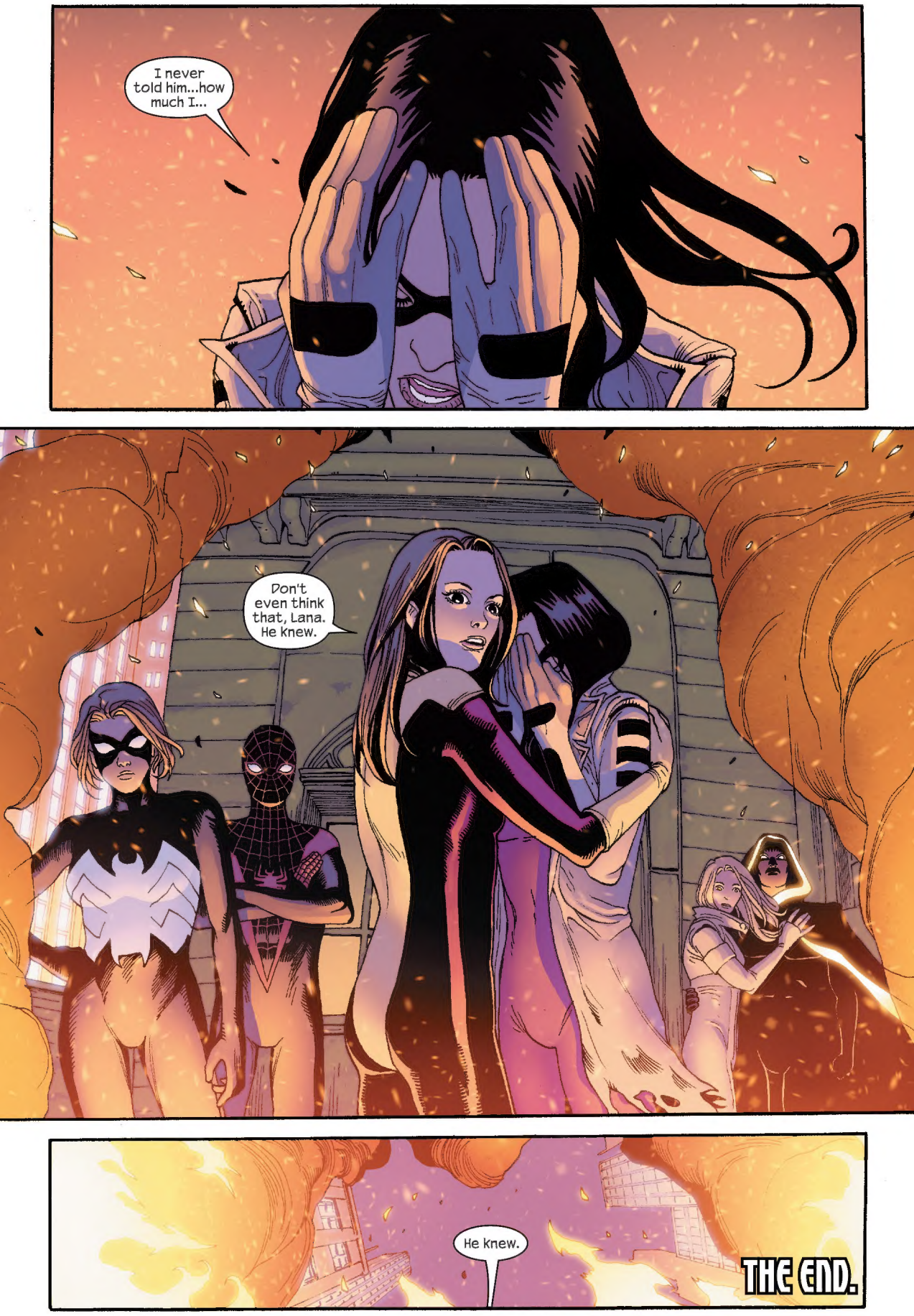
Aw, geez--Bombshell, stop!
KRAKOOM
KRK-BOOOOM

Here's where all that practice...
...pays off...
AGHHK!
Absorbing fire...dumbest thing I've ever done...
...or bravest? Either way, zero choice.
STHWWSCH
Lana, let's get out of here!
Lana, please--!
It's over-- it's over...

"Hey, O'Reilly, you see Kitty Pryde with them? The Kitty Pryde that saved our necks with Galactus?
"And the girl who calls herself Black Widow dragged most of the Skulls out.
"Part of me wants to book those other kids, too..."
...but I'm ignoring that part.
Assault and battery, homicide, resisting arrest...should we add arson? Y'know...to cut the kids a break for this little present they gave us?
I'm not above it.
Doesn't look it but they've done more good than harm here.
"We'll be seeing them again, I'm sure. We'll settle up then."

I tried... tried containing the fire as best as...
You did great, Ty.
We all tried to be... I think we...
"...we did our best."
I thought I hated that church...
"...so why's this sadder than it should be?"

Wait, so Diamondback-- she's the one who killed--
Er...
"...not now, Spider-Man."
Terry Schreck, NYC Westside sewer.
Lana, listen...
I get it... I get that thing that urges us to destroy ourselves, to lash out.
But don't let go of the thing that urges us to rebuild.
I-I told you...
"...no more speeches."
Bart Rozum, Phoenix House Rehab Center, 185th St.
I just want Poey.


I never told him...how much I...
Don't even think that, Lana. He knew.
He knew.
THE END.

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